

Monteagle Sunday School Assembly
Minutes of the Board of Trustees

February 29, 2020

The regular meeting of the Board of Trustees of Monteagle Sunday School Assembly was called to order by presiding President Bill Cox in the Pulliam Center on February 29, 2020 at 10:02 a. m. CDT.

A prayer was offered by Anne Worthen.

ATTENDANCE: Paula Walker called the roll:

Members Present: Bill Cox, Bill Davis, Overton Thompson, Ron Buffington, Susie Lipscomb, Amanda Moody, Ed Provost, Jim Reed, Frannie Smith, Paula Walker, Betty Webster, Jimmy Stansell, Anne Worthen.

Members present by phone: Jim Humphries, Steve Rixham, Jay Cleveland, Susan Acker, Laurie Peacock, Morgan Merrill, Tom Montgomery,

A quorum of the Board was present.

Members Absent: Linda Elder, Lanier Frank, Meghan Hudgins, Jim Uden.

Others Present: General Manager, Scott Parrish, Oliver Jervis Katie Trahan, ARC Chair, for a portion of the meeting, Ruth Cobb, for a portion of the meeting.

APPROVAL OF MINUTES:

Minutes from the November 9, 2019 meeting were opened for comments and approved with one minor correction.

REPORTS OF THE PRESIDENT, TREASURER, GENERAL MANAGER and PLATFORM

President's Report by Bill Cox:

Bill Cox provided an overview of the work done to date to mitigate the impact of the Emerald Ash Borer on the Assembly tree population. In physically reviewing the areas to be treated Bill determined that a neighbor had cut trees without our permission. He will follow up with the neighbor regarding damages.

Treasurer's Report by Scott Parrish:

Jim Humphries was driving so Scott provided an overview of the budget. Scott identified several budget anomalies: (1) high plant expense due to emergency replacement of HVAC equipment in the shop; (2) accounting expenses; and (3) expense for new housing

reservation system due to lack of functionality with the new website. Scott also reported that CCF projects are underway and underbudget.

General Manager's Report: by Scott Parrish

Mr. Parrish noted that it was a busy time of year with work ongoing. The office staff is busy. Housing rentals are good and we maintain a waiting list for rentals. Advertisement sales for the platform book are good and we are looking at an on-line workshop sign-up process. Hiring for the office, gate and youth staff is underway and we have a lot of returning youth staff members.

Platform Report by Ruth Cobb:

The Platform Superintendent reported that the platform book is underway. She also reported that the Platform staff is working to promote participation in programming. Lastly she noted that staff does remain in program sessions after introducing the speaker.

STANDING COMMITTEE REPORTS:

ARC: Katie Trahan presented the following unanimous motions from the ARC:

1). Cottage #132 ("Amen" – Smith)

The ARC unanimously moves that the modifications described below and documented in the drawings presented be approved by the MSSA Board of Trustees: a). screen the existing porch on the east and south elevations as described in the application and shown on the drawings submitted; b). replace 7 windows with wood, true-divided light, double-hung new windows as shown on the drawings submitted; and c). replace the entry door on the south elevation, changing it from a single 10-pane glazed door with double-panel sidelights to a double glazed door, each door panel with 8 panes, flanked by 4-pane single-panel sidelights and topped by a transom, all within the existing framed opening as shown on the plans submitted. Motion approved.

2). Cottage #9 ("Lexington" – Ferris & Neale)

The ARC unanimously moves that the modification described below be approved by the MSSA Board of Trustees: The owners request permission to install a custom-fabricated, 22"-tall copper figure of a cat, to be mounted 6" above the copper ball cap which is being restored at the peak of the conical roof section on the corner of the porch along the east elevation. It was moved, and motion carried, that this decorative addition be allowed in consideration of its location relatively hidden from street view and its ultimate removability. Motion approved.

3). Cottage #61A ("Alabama House" – Rollins)

The ARC unanimously moves that the modification described below be approved by the MSSA Board of Trustees: The owners request permission to replace windows on the dining room addition along the east elevation of the first floor and continuing around a partial section of the south elevation, including a change to the fenestration on the south

elevation by adding one window and changing the spacing to create a span of three evenly spaced casement windows instead of the present two widely spaced casement windows, all as shown on drawings submitted. The owner has specified in a January 27, 2020 e-mail to Scott Parrish that “we will get custom [wooden] windows made to match the shape and size of the existing windows.” Motion approved.

4). Cottage 61B (“Toadstool”- Rollins)

The ARC unanimously moves that the modification described below be approved by the MSSA Board of Trustees: The owners request permission to replace a former balcony outside the existing second-floor door on the north elevation as shown in the drawing submitted and as verified by a photograph of the former balcony, with the railing to match the porch railing on the west elevation of the cottage. Motion approved.

5). Cottage #56 (“Southern Comfort” – Fox)

The ARC unanimously moves that the modification described below be approved by the MSSA Board of Trustees: approve the revised project drawings presented to the Board that include windows for the secondary storage building with the final design of the door design to be presented to ARC. Motion approved.

The ARC also unanimously moves that the MSSA Board of Trustees approve the project scope of work for cottage 56 with a change to the notes on windows and doors to read as follows: WINDOWS – In the original construction, rehab existing windows where possible and otherwise replace in kind with all wood windows having true divided lights. In the new construction, new wood windows to have simulated true divided lights. DOORS – In the original construction, rehab existing doors where possible and otherwise replace in kind with all-wood doors having true divided lights. In the new construction, new wood doors to have simulated true divided lights. Motion approved.

6). Minor Changes to Approved Projects in Progress

The ARC moves that the MSSA Board of Trustees approve allowing the Committee to approve, through e-mail, occasional minor changes, only to those projects already approved by the MSSA Board of Trustees and already substantially in progress, and only if approval is unanimous with all members of the ARC reporting. After discussion the motion was amended to add that the ARC could act only if waiting for full Board approval would unreasonably delay the project. Motion approved.

7. Handrails:

The ARC moves that the MSSA Board of Trustees approve the simple handrail designs endorsed by the ARC and presented to the Board and grant the ARC authority to approve applications to install such handrails upon approval of the ARC and the General Manager. Motion approved.

MEMBERSHIP COMMITTEE: Katie Trahan Presented the following:

First Reading-Mark B. Riley

In accordance with the guidelines for membership, the membership committee unanimously presents **Mark B. Riley** for first reading.

- Non-denominational, member of Buckhead Church, Atlanta, GA
- Interested in serving on the MSSA Education and Long Range Planning Committees
- Activities: Served on numerous church committees including parking team, youth program, building committee and helped run a charitable foundation.
- Beneficiary of the Riley Family Trust which owns leasehold #149A
- Sponsors
 - Doug Ferris
 - Pat Wildman

First Reading-Lucile (Lucy) Bradford Roberts

In accordance with the guidelines for membership, the membership committee unanimously presents **Lucy Roberts** for first reading.

- Baptist, member of Brook Hollow Baptist Church, Nashville, TN
- Interested in serving on the MSSA Education Archives, Landscaping, and Reforestation Committees
- Activities: Lucy is a retired teacher and has been president of the Murfreesboro Garden Club, worked with church youth groups, Girl Scouts, charter member of Oaklands Association, and has been an officer for both Mississippi and Tennessee Associations for the Gifted.
- 1% interest in Cottage #139
- Sponsors
 - Frannie Corzine
 - Harry Lee Billington

Second Reading-Dot Neale

In accordance with the guidelines for membership, the membership committee unanimously presents **Dot Neale** for second reading.

- Episcopalian, member of Calvary Episcopal Church, Memphis, Tennessee
- Interested in serving on the MSSA Education and Outreach Committees
- Activities: Dot is retired from IBM. She serves on the Board and Executive Committee of the Children's Foundation of Memphis, the Advisory Council for Hope House, the Board of the Mid-South Chamber Foundation, and the South Cumberland Community Fund in Monteagle. Dot has been active at Calvary Episcopal Church, serving as President of the Episcopal Church Women, President of the West Tennessee Episcopal Church Women, and the Executive Committee of the Vestry. She is involved in many civic and social organizations in Memphis and Danville Kentucky.
- 5% undivided interest in Cottage #9
- Sponsors

- Helene Thompson
- Helen Bird

Frannie Smith moved to accept the motion, Eddie Provost seconded. Motion approved.

MARKETING & COMMUNICATION: Presented its motion that all MSSA Facebook and other social media pages be administered by MSSA to avoid watering down brand equity. After discussion about the impact of this motion on independent groups of Assembly Members who have common interests, Overton Thompson moved to refer the motion back to the Committee. Jim Reed seconded and the referral was approved.

PROPERTY COMMITTEE: Amanda Moody presented the following:

1. The Property Committee unanimously moves that \$5,800.00 be appropriated from CCF to replace the HVAC unit at the shop. Motion carried.
2. The Property Committee unanimously moves to approve the footprint change and variance for the drip line at Southern Comfort (cottage #56) as submitted. Motion carried.
3. The Property Committee unanimously moves that the General Manager, Scott Parrish and the Board President, Bill Cox, negotiate the purchase of the Scott Chambers property at Sunset Rock, not to exceed \$220,000. Motion carried.

Acting on the motion from the Property Committee, the MSSA Executive Committee approved the negotiation for the purchase of the property at 922 Sunset Rock Road, contingent on the approval of the MSSA Board of Trustees. We successfully negotiated through our agent, Ray Banks, a purchase price of \$200,000, plus MSSA closing costs (\$1,739.50) and 3% agent's commission (\$6,000.00).

This Property was identified by the Strategic Plan as a priority parcel and adopted by the MSSA Board on February 18, 2017. The Executive Committee moves the MSSA Board of Trustees approve the purchase the property at 922 Sunset Rock Road for \$207, 740 including closing costs and realtor commission, funded through the Waldrop Land Acquisition Fund.

4. Elam/Trahan property line dispute: The Property Committee unanimously moves the MSSA Board to direct the Trahans remove all of their improvements form the Elam Leasehold and restore the Elam leasehold back to the property line the way it was before the ditch, rocks, parking pad and propane tank were installed. The work shall be completed within 30 days of the completion of road work to remedy storm water runoff.

The Committeemoved that the Board move to executive session, at which point all non-members left the meeting. Scott and Amanda provided background on the issues involving encroachment into the 5 foot setback and improvements improperly located on the Elam leasehold. The Trahans have agreed to address the 5 foot setback.

The motion carried.

The Board took at 10 minute break and returned at 12:06.

LONG RANGE PLANNING: Paula Walker presented reports and requests for MSSA Board approval of recommendations relating to Goal 3 and Goal 4 of the 2013 Strategic Plan. The recommendations were based on topics identified during the 2013 strategic planning process. Paula provided the background on each recommendation as set out in reports provided to the Board. Bill Cox explained that where any change requires an amendment to the By-Laws the request is for Board action to send the recommendations on to the Legal and By-laws Committees before presentation to the membership at the next annual meeting.

Goal 4 – Leasehold Transfers:

1. Transfer Fee - The LRP unanimously recommends the following: The Assembly charges a Transfer Fee when there is a cottage sale. The LRP recommends that the Assembly Transfer Fee be split into 2 components (i) a smaller non-refundable processing fee; and (ii) a transaction fee. The recommended processing fee of \$750.00 is paid upon executing a Notice of Intent and then deducted from the Transfer Fee to be paid upon the transaction closing. This ensures that leaseholders are committed sellers upon filing the Notice of Intent and does not ultimately increase the amount paid by the leaseholder. Susie Lipscomb moved to accept the recommendation and Jimmy Stansell seconded. After discussion the recommendation failed with a vote of 6 in favor and 8 against.
2. Leasehold Transfer – Transfer Fee – The Long Range Planning committee adopted the unanimous recommendation of the 2016 Leasehold Transfer Task Force that the Transaction Fee assessed on the transfer of a leasehold apply to the gift or bequest of a non-family member. Frannie Smith moved to accept the recommendation and Jimmy Stansell seconded. After discussion the recommendation was referred back to LRP for clarification of how the value of the leasehold would be determined and how this recommendation would apply to a leasehold transferred to a trust.
3. The Long Range Committee unanimously recommends the President and Board consider and forward to the Membership a change to the By-Laws which would allow encumbrances on leaseholds in certain limited circumstances.

a. Conditions on Mortgages:

- i. Mortgages would only be allowed for initial purchase by new members, not allowed for second mortgages or home equity lines.
- ii. MSSA retains full right to approval all leasehold transfers in all situations (including default situations);
- iii. Limit on the percentage of loan to value (i.e. not allowing mortgage of full purchase price) of no more than 50%;
- iv. MSSA retains right of first refusal on any loan default, with possible formula for determining what MSSA would pay to purchase a cottage from the bank, where allowed. This allows the MSSA to resell the cottage.
- v. In the event of default: In the event of default:
 - a. MSSA has right of first refusal for the property for any sale resulting from the default on the mortgage.
 - b. MSSA and the bank will agree on a price at which the MSSA can exercise its right of first refusal. We discussed having that figure set at 80-90% of the amount outstanding on the mortgage. This represents a discount on the bank's investment but has the advantage that the bank will get its money in a timely fashion, rather than waiting for a sale that could take a lengthy time. Alternative position here is not to set a price/formula but rather let the MSSA make an offer at the time of the default.
 - c. If the MSSA does not exercise it's right of first refusal:
 - i. All prospective buyers are subject to the MSSA's leasehold transfer requirements, including membership requirements;
 - ii. the bank must maintain the property in good conditions and pay all taxes and assessments;
 - iii. the Bank's sale efforts/marketing of the property must be done through the Assembly's office as all other leasehold transfers;
 - iv. until the property is sold the General Manager shall serve as trustee for all membership matters (voting the membership interest of the leasehold);
 - vi. the bank can rent the leasehold while holding it in default - subject to the terms of the rental program.

All conditions of the mortgage program shall be agreed to by the bank, attached as an exhibit to the mortgage and filed with the mortgage deed.

After discussion by the Board members present the recommendation failed by a vote of 3 in favor and 9 against.

Goal 3 – Board Governance:

1. Board Size - The LRP Committee unanimously recommends reduction in the size of the MSSA Board from 24 members to 16 members, achieved by

a 1/3 reduction in size of both the caucus representation (2 Board members per caucus for a total of 10) and at-large representation (for a total of 6). After discussion by the Board members present the recommendation failed by a vote of 5 in favor and 6 against.

2. Board Liasons with Committees: The Committee unanimously recommends creating a Board-Committee liaison structure that assigns Board members as liaison(s) with committees based on the general category of the work done by the Committee. The reports described the committee categories in a manner consistent with the pillars of the Chautauqua movement and are not intended to change the work of the committees. Rather it is a way of assigning board members as liaisons based on the categories below. This proposed structure would (1) involve Board members in the actual work of committees providing a deeper understanding of the operation of the Assembly; (2) bring board values and priorities to the committees; and (3) allow for committee work to continue meaningfully between board meetings. In addition, Committees should have a documented purpose and have members who actively participate. The President shall poll Board members for interest in serving as liaison to a specific category of committees and qualifications for doing so and shall then make assignments. The Board liaison shall attend the meetings of the committees assigned to him/her, represent the Board at the committee meetings and report the committee work at Board meetings. After discussion the recommendation failed with a vote of 5 in favor and 6 against.
3. Board Meeting Schedule: The LRP Committee unanimously recommends specifying in the By-Laws a minimum of 4 quarterly meetings at times set by the President. After discussion the recommendation passed with a vote of those Board Members present with 10 in favor and 1 opposed. This matter will be forwarded to the By-Laws committee.

NEW BUSINESS:

LEASE TRANSFERS:

Cottage #9

Anne Worthen moved that the MSSA board approve the lease assignment by which **Douglas W. Ferris, Jr.** assigns unto **Dorothy H. Neale**, a 5% undivided interest, in Cottage #9 effective February 29, 2020. The leasehold shall be in favor of Douglas W. Ferris, Jr, a 95% undivided interest and Dorothy H. Neale a 5% undivided interest. Amanda Moody seconded the motion. Motion approved.

Cottage #72

Anne Worthen moved that the MSSA board approve the lease assignment by which **Walker Casey Reed** assigns unto **Debra Powell Reed**, a 50% undivided interest, in Cottage #9 effective December 15, 2019. The leasehold shall be in favor of **Debra Powell Reed**, a 100% undivided interest. Susie Lipscomb seconded the motion. Motion Approved.

ALCOHOL APPROVALS:

Mr. Parrish present the following events for approval:

Green-Thompson Wedding (Auditorium, April 18, 2020). Jimmy Stansell moved to approve the request; Paula Walker seconded. Request approved.

Swiggert Wedding (September 26, 2020). – Amanda Moody moved to approve the request; Eddie Provost seconded. Request approved.

Mr. Parrish also presented a Platform request for alcohol approval - a microbrewery tasting at Harton Hall. Jimmy Stansell moved to accept the request, Betty Webster seconded. During discussion on this Motion Frannie Smith noted that the Women's Association plans to request an alcohol event in connection with the Cottage Tour. It was noted that the Platform's request constitutes the 4th alcohol event for the Season, impacting the Women's Association future request. The Board indicated that it would review any future request from the Women's Association if/when the request is made. With no further discussion, the request was approved.

ANNOUNCEMENTS: None.

Other: Susie Lipscomb requested that a group of cottage owners near the pickleball courts would like to express concerns to the Board. The Board encouraged the neighbors to address concerns with the relevant committees prior to the next board meeting.

ADJOURNMENT:

A motion was made to adjourn the meeting until the next meeting scheduled for May 2, 2020 at 10:00 am CST.

Motion Seconded.

Meeting Adjourned at 2:05 p.m. CDT.

Respectfully submitted,

Paula Walker, Secretary