

# **Monteagle Sunday School Assembly**

## **Minutes of the Board of Trustees**

May 21, 2016

The regular meeting of the Board of Trustees of Monteagle Sunday School Assembly was called to order by President Stephanie Smith in the Pulliam Center on May 21, 2016, at 10:00 A.M.

Judith Humphreys opened the meeting with a prayer.

Members present: Mary Ellen Lovell, Stephanie Smith, Bob Monfore, Morgan Merrill, Britton Watson, Jim Uden, John Sisson, Greg Maloof, David Pilcher, Ellie Billington, Judith Humphreys, Bill Cox, Barry Moody, with Lanier Frank, Cyndy Hudgins, Catherine Trahan, Hays Haney, and Steve Rixham via phone.

Members absent: A. Ewing, L. Hammett, L. Price, F. Smith, A. Williams, and A. Worthen

General Manager: S. Parrish was present

Parliamentarian: Oliver Jervis filled in for Julian Price.

## **Approval of Minutes**

The minutes of the meeting February 20, 2016, were approved as emailed and corrected.

## **Reports of Officers, General Manager, and Committees**

## Officers

## *President's Comments*

President Smith spoke on the following:

She thanked Mary Ellen Lovell, Barry Moody, and Anne Monfore for their time and dedication towards the beautiful interior of the Pulliam Center. Scott Parrish, William Flowers and Mary Jane Flowers were also thanked, as well as all the donors.

She commented that Trails and Trilliums was a great event and thanked Linda Parrish, her committee and the volunteers.

President Smith stated that the Long Range Planning committee has been shepherding and guiding the strategic plan, which started under Kent Ballow, and is now in the process of implementation. She reminded the board that at the March 21, 2015, board meeting, the board approved this motion made by Britton Watson: *The Long Range Planning committee recommends and moves the board approve, adopt, and begin implementation of the 58 page strategic plan as written by Ann Coulter and originally presented to the board in November of 2014.* It passed unanimously. The board has accepted the plan and now implementation is beginning. We are ready to begin to appoint task forces. She thanked Britton Watson and her committee.

Other notes from the President included that the cross in the cemetery is up, the program is here, the wildflower gardens and butterfly garden will be located at the north field. She thanked Rick and the crew. Last, she reminded the board that there will not be a social for the board the night before the June 25 meeting because a major event is scheduled in the program.

## *Treasurer's Report*

David Pilcher reported on the highlights from the statement of financial activities. Things are tracking along well for this time of year. D. Pilcher moved for approval of the financial report. It was approved and will be filed.

## *General Manager's Report*

S. Parrish reported on the following issues:

1 The Pulliam Center is close to completion. He is expecting a \$20,000 endowment for the center. Part of  
2 the funds is from a gift; the other is from surplus funds. There was a question from S. Rixham concerning  
3 the existing office portion. S. Parrish answered that the renovation will be funded from this year's annual  
4 fund.

5 Parrish commented on the email sent to the board from Overton Thompson concerning a current law suit.  
6 A Nashville firm has been engaged, and Rowan Leathers will serve as the Assembly's attorney for this  
7 case. Our response to the suit has been filed.

8 **Committee Reports**

9 **Standing Committee Reports**

10 ***Executive Committee***

11 President Smith announced that Executive Committee met earlier and learned that Richard Partin had  
12 confidentially approached S. Parrish concerning acquisition of the Partin properties by the assembly.  
13 Information was presented to the board.

14 **Motion:** The Executive Committee moves that the Board of Trustees empower the President to appoint a  
15 group to structure a proposal to acquire the Partin property, and for this group to provide the MSSA board  
16 with the details of the plan by the July 16, 2016, meeting.

18 **Motion:** B. Watson moved to table this motion. It was seconded. The motion to table was defeated.

19 The original motion was restated and with no further discussion, Dr. Smith called for the vote.

20 **The motion passed unanimously.**

22 ***Property Committee***

23 Bill Cox, Chairman, explained building restrictions on certain leaseholds.

24 **Motion:** The property committee moves to remove the special building restrictions specified in the  
25 July 17, 1965, board minutes that applied to leaseholds 127 (Douglas) and 126b (Curry).

26 Dr. Smith restated the motion and asked for discussion. Hearing none, she called for the vote.

27 **The motion passed unanimously**

28 **Motion:** The property committee moves that the Board of Trustees approve the footprint changes for  
29 the Curry Project, Cottage #126b.

30 Dr. Smith restated the motion and asked for discussion. Hearing none, she called for the vote.

31 **The motion passed unanimously**

33 ***Architectural Review Committee***

34 John Sisson, Chairman, presented information concerning changes to cottage #126B-Curry.

35 **Motion:** The Architectural Review Committee recommends that the Board of Trustees approve the  
36 addition of a garage/storage building to cottage #126B-Curry.

37 Dr. Smith restated the motion and asked for discussion. Hearing none, she called for the vote.

38 **The motion passed unanimously.**

40 **Motion:** The Architectural Review Committee moves that the Board of Trustees approve the addition  
41 of a patio extension to the Rollins cottage #61, Alabama House.

42 Dr. Smith restated the motion and asked for discussion. Hearing none, she called for the vote.

43 **The motion passed unanimously.**

45 **Motion:** The Architectural Review Committee moves that the Board of Trustees approve the plans  
46 that screen the front porch as submitted for the Kunkel cottage #164 with the condition that no  
47 support structure will show and the screening would be "see through aluminum" in a natural color.

1        The screen doors will be two double doors.  
2 Dr. Smith restated the motion and asked for discussion. Hearing none, she called for the vote.  
3 **The motion passed unanimously.**

4 **Other Committee Reports**

5 ***Long Range Planning Committee***

6 Britton Watson, Chairman. Mrs. Watson discussed the process of selecting task forces to study  
7 particular strategies and objectives in the Strategic Plan. One of the first to be selected is the task force  
8 to study Goal 3, Strategy A: Perform a Legal/Tax Status Study. The President appoints this task  
9 force.

10  
11 **Motion:** The President moves that the Board approve a tax task force of MSSA members authorizing  
12 them to consult legal and financial expertise as appropriate and to consult with any other relevant  
13 Chautauqua organizations. The recommended members are Overton Thompson, Steve Rixham, Hays  
14 Haney, Jim Uden, Barry Moody, and Andy Wildman if he agrees to serve. The President asked for other  
15 nominations to this task force. There were none. The motion was seconded.

16        Discussion: Parliamentarian: This is one of the most important areas; it, goes back to 1969, and  
17 subsequent tax analyses by Kaplan. In response to questions, Dr. Smith stated that any task force must  
18 come back to the board for approval of any action to be taken or any money to be spent.

19 Dr. Smith restated the motion and called for the vote. The **motion carried unanimously.**

20  
21 **Motion:** Britton Watson as Long Range Planning Chairman moved that the language on page 13,  
22 paragraph 4, number 2 of the board-approved strategic plan stating that the task force will operate  
23 according to a scope of work as created by the board be changed from *created by the board* to *created by*  
24 *the Long Range Planning Committee and approved by the board.*

25 (The motion refers to Goal 3, Strategy A).

26        Discussion: The parliamentarian clarified that LRP is a board committee and may bring  
27 recommendations to the board. The motion was seconded

28 Dr. Smith restated the motion and called for the vote. The **motion carried unanimously.**

29  
30 **Motion:** Britton Watson, as Long Range Planning Chair, moved that any language in the approved  
31 Strategic Plan that requires the board to perform functions of a committee, that Long Range Planning be  
32 allowed to revise the language so the Board is in a position of reviewing and approving recommendations  
33 rather than in an action oriented position.

34        Discussion: Parliamentarian: Any committee can take up work in the scope of the committee and  
35 make recommendations to the board. This proposal changes the scope of the way that this is  
36 structured, which puts the implementation of it into the hands of the Long Range Planning committee;  
37 that would be a major change. The board is charged with implementation. The President clarified that  
38 LRP has been working with the plan. Task forces make recommendations to the board. Because it is a  
39 board initiative, the President has to keep this moving with the help of LRP. The responsibility is the  
40 board's and we have the LRP working in the background, to get ideas together. The President and  
41 First Vice President, Ann Worthen, are on the committee. LRP can get many of the changes together  
42 and send ahead of time to the board, prioritizing theme. Parliamentarian: LRP reviewed the plan and  
43 asked the board to adopt.<sup>1</sup> These are amendments that are not from the committee; the full committee  
44 should make the recommendations. A board member stated that support could not be given to a  
45 motion that is not from the committee.

46 Dr. Smith restated the motion and called for the vote. The **motion failed** with 1 aye, 16 no.

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<sup>1</sup> At the March 21, 2015 board meeting, Britton Watson moved: *The Long Range Planning Committee recommends and moves the board approve, adopt, and begin implementation of the 58 page strategic plan as written by Ann Coulter and originally presented to the board in November of 2014.* It passed unanimously on March 21, 2015.

1  
2     **Motion:** Britton Watson moved to strike the statement in the Strategic Plan, page 26, under Strategy A  
3     *“Undertake a competitive selection process to identify a tax advisor that provides quality tax advice with*  
4     *a reasonable fee,”* and insert the statement from the Strategic Plan, page 13, Strategy A: *“Periodically*  
5     *Perform a Legal/Tax Status Study.”* The motion was seconded.

6     Dr. Smith asked for discussion. Hearing none, she restated the motion and called for the vote. The  
7     **motion passed unanimously.**

8  
9     **Motion:** Britton Watson and Stephanie Smith move that the following members be appointed to the  
10    Leasehold Transfer Task Force: Barry Moody, Bill Flatley, Mary Susan Kennedy, Robin Thompson, and  
11    Jim Humphreys.

12    Notes: This motion complies with page 29, under “Strategy A, Objective 2: Form a task force to study leasehold  
13    transfers,” the responsible parties are the President and the Board of Trustees. Jim Humphreys participated on  
14    Team 4 in 2014 that created the matrix on page 29 of the Strategic Plan. Barry Moody is asked to serve on two  
15    task forces, Leasehold Transfer and Tax; on page 14 of the plan, Goal 4, Strategy A, second paragraph, “Because  
16    of the nature of changing the leasehold transfer process, and the concern it may have ramifications for the  
17    Assembly’s tax status, this issue should be debated as part of the Legal/Tax Study recommended for helping  
18    achieve goal no. 1.”

19    The motion was seconded. Dr. Smith asked for other nominations to this task force. Hearing none, she  
20    restated the motion and called for the vote. **The motion passed unanimously.**

21  
22    Continuing her LRP report, Mrs. Watson stated that three other task forces will be appointed; the  
23    President will send that information to the board. She said that Ann Coulter said in her presentation that  
24    the Assembly was mostly content with its processes, that there was nothing glaring that a majority found,  
25    but that tweaking and polishing could be done. Mrs. Watson asked the board to examine the plan to  
26    identify items that do not need extensive study and to identify those that need attention and perhaps  
27    should be studied first; i.e., those that should have a task force to examine them.

28  
29    Dr. Smith thanked Mrs. Watson and called for Special Committee Reports, beginning with Hays Haney,  
30    reporting for the Membership Committee.

31  
32     **Membership Committee**

33     Hayes Haney moved that in accordance with the guidelines for membership, the membership  
34     committee presents Charles C. Drennon, III, for second reading.

35     Dr. Smith restated the motion and called for the vote. **The motion passed unanimously.**

36  
37     Hayes Haney moved that in accordance with the guidelines for membership, the membership  
38     committee presents Katharine Drennon Reed, for second reading.

39     Dr. Smith restated the motion and called for the vote. **The motion passed unanimously.**

40  
41     Hayes Haney moved that in accordance with the guidelines for membership, the membership  
42     committee presents Anne C. Waring, for second reading.

43     Dr. Smith restated the motion and called for the vote. **The motion passed unanimously.**

44  
45     **Chautauqua Trail Task Force**

46     Greg Maloof reminded the board of the dates, July 10-13, when the Chautauqua Trail Network will hold  
47     its Annual Meeting on the Grounds.

48     **New Business**

49     **Leasehold Transfers**

50     S. Parrish reported the following leasehold transfer requests:

1      **Cottage #42:** Bill Cox moved that the MSSA board approve the lease assignment by which Starling P.  
2      Davis and Starling Davis Clark Co-Trustees of the Starling P. Davis Revocable Trust dated October 1,  
3      2007, assign unto Starling Davis Clark as the Trustee of the Starling P. Davis Legacy Trust dated March  
4      19, 2016, and to its successors in trust a 100% undivided interest in cottage #42 effective May 21, 2016.  
5      The leasehold shall be in favor of Starling Davis Clark as the Trustee of the Starling P. Davis Legacy  
6      Trust dated March 19, 2016, and to its successors in trust a 100% undivided interest.

7      Dr. Smith restated the motion and asked for discussion. Hearing none, she called for the vote.

8      **The motion passed** unanimously.

9      **Cottage #60:** Jim Uden moved that the MSSA board approve the lease assignment by which Martha  
10     Folk Crabtree assigns unto Charles C. Drennon III a 25% undivided interest in Cottage #60 and unto  
11     Catherine D. Reed a 25% undivided interest in Cottage #60 effective May 21, 2016. The leasehold shall  
12     be in favor of Carey W. Folk, 12.5% undivided interest, Christopher R. Folk, 12.5% undivided interest,  
13     Michael R. Folk, 12.5% undivided interest, Humphrey E. Folk, III, 12.5% undivided interest, Catharine  
14     D. Reed, 25% undivided interest, and Charles C. Drennon, III, 25% undivided interest.

15     Dr. Smith restated the motion and asked for discussion. Hearing none, she called for the vote.

16     **The motion passed** unanimously.

17     **Cottage #98:** Mary Ellen Lovell moved that the MSSA board approve the lease assignment by which  
18     Catherine Ferris Trahan assigns unto Timothy N. Trahan and Catherine S. Trahan as trustees of the  
19     Trahan Family Trust, established by Declaration of Trust dated May 26, 2015, a 100% undivided interest  
20     in Cottage #98 effective May 21, 2016. The leasehold shall be in favor of Timothy N. Trahan and  
21     Catherine S. Trahan as trustees of the Trahan Family Trust, 100% undivided interest.

22     Dr. Smith restated the motion and asked for discussion. Hearing none, she called for the vote.

23     **The motion passed** unanimously.

24     **Cottage #156:** John Sisson moved that the MSSA board approve the lease assignment by which  
25     Catherine Ferris Trahan assigns unto Timothy N. Trahan and Catherine S. Trahan as trustees of the  
26     Trahan Family Trust, established by Declaration of Trust dated May 26, 2015, a 100% undivided interest  
27     in Cottage #156 effective May 21, 2016. The leasehold shall be in favor of Timothy N. Trahan and  
28     Catherine S. Trahan as trustees of the Trahan Family Trust, 100% undivided interest.

29     Dr. Smith restated the motion and asked for discussion. Hearing none, she called for the vote.

30     **The motion passed** unanimously.

31     **Cottage #137:** Greg Maloof moved that the MSSA board approve the lease assignment by which Anne  
32     C. Waring, Successor Trustee of the Elisabeth F. Waring Living Trust assigns unto Anne C. Waring,  
33     Trustee of the Elisabeth F. Waring Living Trust a 100% undivided interest in cottage #137 effective May  
34     21, 2016. The leasehold shall be in favor of Anne C. Waring, Trustee of the Elisabeth F. Waring Living  
35     Trust, 100% undivided interest.

36     Dr. Smith restated the motion and asked for discussion. Hearing none, she called for the vote.

37     **The motion passed** unanimously.

38     **Election of Nominating Committee:** President Smith announced that names for the Nominating  
39     Committee would be accepted at this time.

40     Discussion ensued concerning the date of the election of the Nominating Committee as stated in MSSA  
41     Bylaws.

42     **Motion:** J. Uden moved the Board of Trustees hold a called meeting on June 18<sup>th</sup>, 10:00 A.M. solely for  
43     the purpose to elect the Nominating Committee. The motion was seconded.

1 Dr. Smith restated the motion and called for discussion. Hearing none, she called for the vote. The  
2 motion passed with 14 for, 3 against.

3

4 Dr. Smith announced that the next regular meeting of the Board of Trustees would be held on June 25,  
5 2016, at 9:00 A.M. in the Pulliam Center.

6 The meeting was adjourned at 12:10 P.M.

7

8 Respectfully Submitted,

9

10

11 Ellie Bryan Billington

12 Secretary

13

14

15