

Meeting of The Board of Directors

Network of Community Entrepreneurs

**MINUTES**

Saturday, December 11, 2021

8:00AM – 10:00AM PST

7:00PM-9:00PM in Ethiopia

Present: Karen Berns, Todd Samuelson, Jim Milley, John Wheeler-Waddell, Itefa Gobena.

Guests: Richard McFalls and Steve Schultze

Note: M/S/A means Motioned, Seconded, and Approved.

Purposes of Our Meeting

1. Attest to amount of housing allowances for ordained Bridge Leaders to enable them to be eligible for specific tax advantages with the IRS.
2. Approve Board Members and roles for 2022.
3. Understand the financial position of Bridges
4. Envision Bridges 2.0 Membership.
5. Approve revised Board Member expecting document.
6. Approve Executive compensation maximum and minimum levels

**Opening Prayer was led by Karen Berns**

1. Introduction of Richard McFalls and Steve Schultze to Board Members: All existing board members introduced themselves to Richard McFalls and Steve Schultze. Richard McFalls and Steve Schultz introduced themselves to the Board Members. The Board welcomed Richard and Steve.
2. CONSENT AGENDA was facilitated by John Wheeler-Waddell.

**M/S/A Approve the Consent Agenda**

**B1. Motion:** Approve the minutes from the meeting of Bridges’ Board of Directors on September 25, 2021.

**B2.**  Approve a ministerial housing allowance for the calendar year 2022 for Rev. Taeler Morgan in the amount of $20,000.

**B3. Motion:** Approve a ministerial housing allowance for the calendar year 2022 for Rev. Jaime Walter Contreras in the amount of $72,000.

**B4. Motion:** Approve a ministerial housing allowance for the calendar year 2022 for Rev. Sue Brooke in the amount $30,000.

**B5. Motion:** Approve a ministerial housing allowance for the calendar year 2021 for Rev. James A. Milley in the amount of $80,000.

**B6. Motion:** The total Bridges compensation limit for Dr. Rev. James A. Milley shall be $99,000 for the calendar year of 2022, both from employment salary as Executive Director and from income as a contractor Bridge Leader. Minimum annual employment compensation shall be $60,000. In addition, Bridges covers the cost of the PCUSA BOP benefits plan.

Note: The amount of $99,000 represents a cost of living increase of $2,000, just over 2%. Actual compensation depends on amount raised in Milley Ministry Project Account.

**B7. Motion:** Receive with Appreciation from the Executive Director the following Holiday Schedule for 2022

| **Date** | **Holiday** |  |
| --- | --- | --- |
| Monday, January 3 | New Year’s Day |  |
| Monday, July 4 | Independence Day |  |
| Thursday, November 24 | Thanksgiving Day |  |
| Monday, December 26 | Christmas Day |  |

**B8. Motion:** Accept the recommendation of the Executive Director of Bridges that Mr Tesfa Tadessa of TAY Authorized Accountants and Auditor to conduct a financial review of the accounting books, practices and policies of Bridges during the fiscal year 2019-2020 and to bring a report.

For information about Audits, see

<https://www.investopedia.com/terms/a/audit.asp>

<https://corporatefinanceinstitute.com/resources/knowledge/accounting/audit/>

<https://www.grfcpa.com/resource/audit-review-and-compilation/>

**B9. Motion**: Approve that the meeting dates of the Board of Directors for 2022 shall be

1. Saturday March 26, 8:00AM – 10:00AM PST, 6:00PM-8:00PM in Ethiopia
2. Saturday July 23, 8:00AM – 10:00AM PST, 6:00PM-8:00PM in Ethiopia
3. Saturday September 24, 8:00AM – 10:00AM PST, 6:00PM-8:00PM in Ethiopia
4. Saturday, December 10, 8:00AM – 10:00AM PST, 6:00PM-8:00PM in Ethiopia

**B10. Motion**: Approve that the purposes of the annual retreat of the Board of Directors of Bridges shall be achieved, rather than in a one day, in-person event, through a series of trainings conducted on multiple dates in one or two or three hour sessions using methodologies fitting to current pandemic restrictions. Zoom based or Hybrid based methodologies will be normative. Time shall not exceed 8 hours total.

Purposes of Annual Retreat

1. **Trust Building:** Building relationship and team work among Board members, including by having fun.
2. **Training:** Strengthening the skills of the Board and Board Members in the tasks necessary for the mission of the Board
3. **Capacity Building:** Introducing new capacities to the Board to grow the Board into the next stage of Board Development
4. **Self-Evaluation:** Completing Reflective Exercises intended to help the Board self-evaluate and improve the Board as a whole
5. **Planning**
6. **Connecting with God**
7. **Leadership Development**
8. **Board Development**

For Discussion:

Board Members may be invited to lead one topic for the whole Board. Some topics may require an outside facilitator. Jim Milley will facilitate the whole.

Proposed Dates:

Jan28 Saturday 8:00am-10:00am PST

Feb 25 Saturday 8:00am-10:00am PST

May 27 Saturday 8:00am-10:00am PST

June 24 Saturday 8:00am-10:00am PST

Possible Topics: Role of the Board, Expectations of Board Members, Cultivation, Your Unique Role, Spirituality of Board Oversight, The Missiology of Bridges

**B11. Motion**: Approve that the newly revised version of “bridges bod expectations updated Nov 2021.”

Note: The Dream, Vision and Mission of Bridges were updated to current versions.

**B12. Motion:** Approve the policy “Bridges Terms of Use” for Bridges new Subscription service.

**C. FINANCIAL REPORT-**

On November 25, we surpassed 9,566 gifts from 952 partners totalling over $4,040,335.  We need to thank God for all our partners.

We have reconciled numbers as of Oct 31, 2021.

$31,861.37 Income Oct

$33,831.91 Expense Oct

 $(1,971)  NET for Oct

Our position on Oct 31 helps us define our goals for Nov and Dec.  Remember these are the highest giving months of the year for nonprofits generally

These last 5 weeks of the year are a great opportunity for us.  Please pray and refer people to me and our mailing list

Remember we are watching two numbers carefully.  So as of Oct 31:

First, our amount borrowed from projects was $92,679 in July and was $82,824 in Oct.  This number moved in the right direction but needs to move more.

Second, our overall deficit was $173,226 in Aug and was $148,553 in Oct. Again, this number moved in the right direction but needs to move more.

These numbers, along with expected expenses and known pledges for Nov and Dec, help reveal to us our targets for the final weeks of the calendar year.

So I estimate our current income targets for our last weeks of the calendar year to be:

$60,000 to break even for the year

$150,000 to break even for the decade

$200,000 to leap ahead to scalability

UPDATE DEC 10

November numbers are preliminary. They have not been reconciled and are subject to change before being finalized.

|  |
| --- |
| **November Only** |
| **PRELIMARY** |
| INCOME $17,459.34 |
| EXPENSE $22,161.08 |
| NET $(4,702) |

The amount borrowed from projects decreased by about $5,000 to $78,519 compared to end of last month.

The overall deficit decreased by about $7,000 to $141,419 compared to end of last month.

Karen Berns asked about the status of efforts to raise funds. Jim Milley responded with the information about the

1. Mailings going out currently. There are 600 letters for Bridges General leaving today from the post office. Therre are 600 letters for Milley Ministry that left last Thursday from the post office.
2. Videos, emails, social media and phone calls are being coordinated to produce a seven touch motivational sequence with our constituents.
3. One partner provided a $10,000 matching grant.
4. Jim is confident that Bridges will break even for the year based on giving through December 11, 2021, today. Jim is eager to see how much can be raised to reduce the longer term deficit that Bridges has been carrying over the last 3-4 years.

**C.7 M/S/A Receive with appreciation the financial report as information**

D. Business of the Board

**D1. M/S/A Approve the following Board Members for service for the calendar year 2022.**

1. **John Wheeler Waddell**
2. **Karen Berns**
3. **James A Milley**
4. **Itefa Gobena Molte**
5. **Steve Schultze**
6. **Richard McFall**

**D2. M/S/A: Approved Rev. Dr. James A Milley to serve as Secretary of the Board of Directors of Bridges and Secretary of the Corporation for the State of CA filing for the calendar year 2022.**

**D3. M/S/A: Approved John Wheeler-Waddell**

**to serve as Chair Person of the Board and President of the Corporation for the State of CA filing for the calendar year 2022.**

**D4. M/S/A: Approved Todd Samuelson**

**to serve as Financial Member of the Board and CFO of the Corporation for the State of CA filing for the calendar year 2022.**

**D5 : M/S/A Karen Berns to serve as Vice Chair Person of the Board and Vice President of the Corporation for the State of CA filing for the calendar year 2022.**

**D6. M/S/A: Approved the following people to serve on the Institutional Ordination Committee of Bridges:**

1. **Karen Berns**
2. **John Wheeler Waddell**
3. **James Milley**

F. CHIEF CATALYST REPORT--Jim Milley

F1. See the written report in your Board Dropbox folder.

F2. Online tour of Bridges 2.0

Jim displayed on screen the new Bridges 2.0 subscription web service for the Board Members.

Jim encouraged the Board Members to read carefully the Chief Catalyst Report found in the Dropbox for this meeting.

**F3. M/S/A: Receive with appreciation the report of the Chief Catalyst/Executive Director.**

**G. SCRIPTURE AND PRAYER ON DISCIPLESHIP AND COMMITMENT – Rev. Itefa Gobena**

Rev. Itefa Gobena shared from Luke 5 about the calling of the disciples. They left their business to follow Jesus. It was a risk. It was a large commitment. Rev. Itefa encouraged all of us to meditate on the vision of Bridges about creating “Christ-following communities.” We need to think deeply about our vision and mission. We need to reflect on the last 9 years and consider what has happened so far. We need to consider our own commitment to the vision and the mission of Jesus. We need to hear the call of Jesus in our lives.

**G. CLOSING PRAYER – Rev. Iteffa Gobena closed the meeting in prayer.**

Post Meeting Action Steps

**Please Mark Your Calendars**

**Board Meeting Schedule**

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**Board Retreat Schedule**

Jan29 Saturday 8:00am-10:00am PST

For new Board Members and others who want to join in.

Feb 26 Saturday 8:00am-10:00am PST

May 27 Saturday 8:00am-10:00am PST

June 25 Saturday 8:00am-10:00am PST