

**Catholic Charities  
Board of Directors  
Minutes of the Meeting of Feb. 24, 2022**

**Members Attending:** Ray Haefele, President; Jerry Krittenbrink, Vice President; Michael Milligan, Secretary-Treasurer; Bob Bates; Connie Burnett; Nick Dell'Oso; Grace Fain, OU Board Fellow; David Madigan; Reverend John Metzinger; Andrew Ochs, Honorary Advisor, SSM Health St. Anthony; Mike Sterkel; Phillip M. Thompson, Honorary Advisor, Mercy; Kathy Williams

**Members Absent:** Most Reverend Paul S. Coakley, Chairman; Vi Le; Maxwell Meier; Reverend Richard Stansberry

**Others Present:** Catholic Charities staff members Deacon Dave Ashton, Theresa Flannery, Jane Moon, Patrick Raglow, Jessi Riesenberg, Monica Palmer, Stephanie Graham and Yolanda Worth; Governance Committee member Ed Highberger; Greater Mission consultant Donna Marino

**Call to Order/Determination of Quorum**

Ray Haefele called the meeting to order at noon. Father John Metzinger led the opening prayer. Members recited the Mission Statement. It was determined that a quorum was present.

**Consent Agenda**

The Consent Agenda included the following:

- A. Board of Directors minutes of Dec. 2, 2021
- B. Executive Committee minutes of Dec. 21, 2021
- C. Board of Directors minutes of Jan. 10, 2022
- D. Executive Committee minutes of Jan. 14, 2022
- E. Executive Committee minutes of Jan. 27, 2022
- F. Executive Committee minutes of Feb. 11, 2022

Kathy Williams requested that Item D – Executive Committee minutes of Jan. 14, 2022, be removed from the consent agenda pending further discussion. It was then moved and seconded that Items A, B, C, E and F be approved as submitted. The motion was unanimously approved.

Kathy Williams requested that “\$100,000” be corrected to “\$1,000,000” in the second to last paragraph of Item D – Executive Committee minutes of Jan. 14, 2022, so that the revised sentence reads as follows:

The Executive Committee voted electronically to unanimously approve payment of the \$1,000,000 invoice from CCEOK.

It was moved and seconded that Item D be approved as corrected. The motion was unanimously approved.

## **Committee Reports**

### Finance Committee

#### *Cash Flow Timing Projections as of Feb. 20, 2022*

Michael Milligan reported that completion of monthly financial statements has been delayed since November during the search for a new Finance Director after Karen Kreger's retirement in early December. The delay has been compounded by the resignation of a staff accountant and the added workload created by the Afghan refugee resettlement project. He presented the Cash Flow Timing Projections statement as of Feb. 20, 2022, which was *Attachment 7* in the meeting packet. Projections showed that cash balances will total \$1,664,476 through February, but will dwindle in March to \$486,074, and reach a deficit of \$500,925 by the end of April if Afghan refugee grant reimbursements are not received by then. Although the Temporarily Restricted account balance is \$1,700,000 it is restricted to specific grants and projects and cannot be used to cover the Afghan refugee program.

Patrick Raglow recognized the hard work of the Finance staff, and especially Lauren Bygland Garver for her commitment to keeping the accounting operation on track despite added workload and staff shortages. He reported that, despite staff shortages, the normal day-to-day processes are uninterrupted – agency bills and payroll taxes are being paid on time, payroll is on schedule, deposits are being made. Some tasks temporarily are being outsourced to an accounting firm. Karen Kreger has agreed to help train new staff members when they are hired.

#### *Potential Need to Tap Inasmuch Line of Credit for Afghan Program*

Noting the above discussion of potential cash flow difficulties caused by delayed Afghan refugee grant reimbursements, Michael Milligan reported that the Finance Committee has recommended tapping the \$2,000,000 line of credit established through The Inasmuch Foundation for this very purpose. Patrick Raglow expects to request about \$500,000 from the Inasmuch line of credit in March and then wait to see how quickly reimbursements are received before requesting additional funds from Inasmuch.

#### *90-Day Re-evaluation of ACH Limit Increase for Special Projects Checking Account*

Michael Milligan reminded members that, in September, the board approved the Finance Committee's recommendation to increase the outgoing ACH limit from \$25,000 over two days to \$200,000 over two days for the Special Projects checking account with the increase to be re-evaluated in 90 days. He noted that more than 90 days has passed, and the Finance Committee recommends extending the increase for 180 days to facilitate the continued high volume of payments for assistance to Afghan refugees.



It was moved and seconded that the ACH limit increase be extended through Aug. 31, 2022. The motion was unanimously approved.

#### *90-Day Re-evaluation of Cash Increase Request for Special Projects Checking Account*

Michael Milligan reminded members that, in September, the board approved the committee's recommendation to increase the limit for internal expenses approved by the Executive Director from \$25,000 to \$50,000 with the increase applying only to the Special Projects checking account and being re-evaluated in 90 days. He noted that more than 90 days has passed, and the Finance Committee and staff have found no need to extend the higher limit. Therefore, it will be allowed to expire with no further board action necessary.

#### Development and Outreach (D&O) Committee

##### *D&O Report*

Jessi Riesenbergs presented a D&O status report for July 1, 2021, through Feb. 16, 2022. It was *Attachment 8* in the meeting packet. Highlights of the report are below:

- The 2021-22 Annual Appeal had raised \$2,955,585 as of Feb. 16, but after the report was published, an additional large gift was received, bringing the total as of meeting time to \$3,055,585 – well beyond the appeal goal of \$2,800,000.
- \$204,500 in grants has been committed toward the annual \$225,000 goal. This is in addition to the separate Community CARES Partners (CCP) federal grant of \$1,340,000.
- Individual donors have contributed \$197,387 for refugee operations. These gifts are separate from federal funds received for the Afghan refugee project.
- United Way of Central Oklahoma awarded Catholic Charities \$93,871 in American Rescue Plan Act (ARPA) funds in addition to its regular allocation for the year.
- Green Tie Gala expenses are higher than normal this year, but staff expects to reach or exceed the net goal of \$240,000. Jessi Riesenbergs thanked board members for supporting the event.

##### *Sanctuary Capital Campaign Update*

Jessi Riesenbergs reported that staff continues to work with Greater Mission consultant Donna Marino on the first step of the Sanctuary campaign, scheduling meetings with board members to solicit their support for the campaign. They have met with three of the 14 board members so far. D&O staff will work with the D&O Committee and Facilities Review Subcommittee to complete the campaign Case for Support and move forward.

Donna Marino reported that staff has assembled a diverse “working group” of women from across the community to help with the campaign effort. She said initial support for the campaign is extraordinary and its momentum is increasing. She stressed the need for every board member to contribute to the campaign to demonstrate its importance to other funders.

### *Approval of United Way of Southwest Oklahoma 2022 Application*

Jessi Riesenbergh presented for board approval the 2022 funding application to United Way of Southwest Oklahoma in Lawton. The completed application was *Attachment 9* in the meeting packet. The application requests \$25,000 for Family Support Services in the Lawton Regional Office. This is \$5,000 more than was received last year and reflects the increased need for financial assistance in the Lawton area due to the COVID-19 pandemic.

It was moved and seconded that the United Way of Southwest Oklahoma application be approved as presented. The motion passed unanimously.

David Madigan, who lives in Lawton, praised staff's thoughtful and very detailed completion of the application. He said it is important for the board to understand the depth of knowledge and staff commitment required for the funding request, and he congratulated staff for its efforts.

### Governance Committee

#### *Presentation of Slate of Officers for 2022-24*

Connie Burnett presented for the board's consideration the following proposed Slate of Officers for election to 2-year terms effective July 1, 2022, to June 30, 2024:

- President                      Jerry Krittenbrink
- Vice President                David Madigan
- Secretary-Treasurer        Michael Milligan

All of the above have agreed to accept the 2022-24 term if elected. No other nominations have been received. The formal election will be held at the regular board meeting on May 26.\*

Connie Burnett noted that traditionally the Vice President has assumed the office of the Presidency following the two-year Vice-Presidential term. If David Madigan serves a two-year term as Vice President and then is elected President, the board at that time would need to approve a special fourth board term for him. Otherwise, he would complete three consecutive three-year board terms after his first year as President, and thus term off the board before completing the second year of his two-year Presidential term. The board has approved such additional terms on rare past occasions and could do so in his case as well.

Connie Burnett also recognized Michael Milligan's long tenure as Secretary-Treasurer and she thanked him for agreeing to serve an additional term until the Governance Committee identifies a successor for him.

#### *Approval of Facilities Subcommittee Nominations*

Patrick Raglow explained that the Facilities Subcommittee of the Finance Committee meets only as needed to assist with the oversight of the real property assets of Catholic Charities. The



subcommittee, currently chaired by Bob Bates, is being reactivated to study the property and building aspects of the capital campaign to improve the Sanctuary Women's Development Center in Stockyards City. Recruiting is underway for additional subcommittee members. Patrick Raglow recommended approval of the following persons for membership effective immediately:

- Brad Allred – Served as owner's representative for the construction of Catholic Charities' main services building at 1232 N. Classen Boulevard in Oklahoma City in 2015-16
- Charles Towe – Manager of Homco Construction
- Chris Goldsby – President and CEO of Goldsby Construction

Several other potential members have been identified and staff is awaiting their replies. Their appointments will be approved at a later meeting.

It was moved and seconded that Brad Allred, Charles Towe and Chris Goldsby be appointed to the Facilities Review Subcommittee effective immediately. The motion was unanimously approved.

#### *Board Recruiting "Come and See" Reception*

All board members were invited to attend a "Come and See" reception for potential board and committee candidates on March 24 from 4 to 5:30 p.m. at Catholic Charities. An invitation was included as *Attachment 11* in the meeting packet. Board members were encouraged to suggest people who might be interested in board service so that they may be invited to attend.

#### *Proposed Bylaw Amendments*

Connie Burnett introduced Governance Committee member Ed Highberger who helped lead the effort to draft the committee's recommended bylaw amendments. Ed Highberger presented *Attachment 12*, which was a redline draft showing the proposed changes based on consultations with Sister Melanie de Pietro, SC, a canon and corporate lawyer who reviewed Catholic Charities' current corporate structure. He reviewed the proposed revisions in each section and explained that many of the changes merely simplify or clarify the bylaw language. A few revisions, however, were more substantive. Discussion highlights are below:

- ARTICLE III: The revision process was sensitive to the distinction between the archbishop's role in his capacity as Archbishop of Oklahoma City and his capacity as sole member of Catholic Charities of the Archdiocese of Oklahoma City Inc. This distinction is clarified in changes to Article III. Kathy Williams requested that the title of Article II, Section 3, be changed from "Meetings of the Member" to "Meetings of the Sole Member." Ed Highberger said he would make the change.
- ARTICLE IV: Most revisions in this article merely simplified or clarified language. However, it was recommended that the board revisit the position of Emeritus Board Member as described in Section 2. In a newly added Section 15, the redline draft expanded on the description, changed the appointment process to be by resolution, and added the possibility for an "honorary director" as well.

- ARTICLE IX: It was recommended that the board consider changing the indemnification provisions from the permissive “may” to the obligatory “shall.”

Michael Milligan’s initial feedback about the proposed revisions was detailed in the Executive Committee minutes of Jan. 27, 2022. Those minutes were *Attachment 5* in the board meeting packet. The Governance Committee will discuss his feedback at its next meeting. Connie Burnett asked all board members to study the proposed revisions and provide any further feedback to the Governance Committee.

Patrick Raglow said the purpose of the bylaw review was simply “corporate hygiene” to strengthen the sole member’s position and the corporation as a whole. There is no deadline for final revision and formal board approval.

### **Unfinished Business**

No unfinished business was raised for discussion.

### **New Business**

#### *HOME Program Application*

Housing Director Yolanda Worth presented *Attachment 13*, which was an overview of the Oklahoma Housing Finance Agency (OHFA) HOME Program.\*\* The HOME program provides 100% financing for acquisition, rehabilitation and new construction activities to organizations committed to meeting the program’s guidelines in their efforts to provide affordable housing in Oklahoma communities.

To expand its affordable-housing program, Catholic Charities could apply for a HOME grant up to \$500,000 during each of OHFA’s five application periods throughout the year. For example, each \$500,000 award could possibly fund the purchase and rehab of two single-family homes at \$250,000 each. Fifteen percent of the total development costs would be allowed as a developer fee to the agency. HOME funds require a 25% match that could take many forms, including cash contributions, foundation grants, below-market-interest loans, donated land and supportive services – but not equity.

Staff is exploring how the program might best fit into Catholic Charities’ mission and benefit its client base. The Long-Range Planning Committee might be asked to engage in the research process. Any board members wishing to participate, should contact Patrick Raglow or Yolanda Worth.

### **Executive Director’s Report**

Patrick Raglow referred the board to his extensive written report that was *Attachment 14* in the



meeting packet. He also announced the following:

- Jane Moon is retiring April 1. Stephanie Graham, formerly on the staff at St. John the Baptist Church in Edmond, has been hired to succeed her as Executive Assistant, handling most communications and record-keeping for the Catholic Charities Board of Directors. Housing Director Yolanda Worth will take over record-keeping for the housing boards of Columbia Square Inc., Villa Isenbart Inc. and 3825 N.W. 19<sup>th</sup> Inc. (Trinity Gardens).
- Catholic Charities recently received the 1,800<sup>th</sup> Afghan refugee arrival. This should be the final one for the Afghan project. Despite a few challenges, the refugees are adjusting well to life in Oklahoma – learning about the culture, finding housing and employment, and enrolling in school.
- St. Joseph's Counseling staff is helping Mount St. Mary High School students debrief after recent allegations of student abuse. They are also assisting the school in a formal review of its reporting policies and procedures.
- Patrick Raglow and Vi Le will attend the Catholic Charities USA (CCUSA) Board of Trustees meeting at The Vatican in early April.
- Sister Donna Markham, president of CCUSA, will visit Oklahoma City and Tulsa April 26-28 for tours of Catholic Charities operations in both cities.
- The CCUSA Annual Gathering is set for Sept. 26-29. Any board members interested in attending should contact Patrick Raglow.

### **President's Remarks**

Ray Haelele thanked board members for their patience throughout the longer-than-usual meeting. He wished Jane Moon good luck in retirement and asked senior staff to convey the board's thanks to their staff members for continuous good work.

The meeting adjourned at 1:45 p.m. after Father Metzinger led the closing prayer.

  
Ray Haelele, President

  
Date

\* The May 26 meeting and election has since been rescheduled to June 2, 2022.

\*\* HOME is an acronym for Housing Opportunities Made Equal.