

Integrity, Inc. Board of Directors Meeting
February 18, 2020, 8 pm EST via Zoon

Members Present:

Ron Ward – President
Fred Clarkson – Treasurer
Kay Smith Riggle – VP Local Affairs
Michael Backlund – Chair of Stakeholders’ Council
Paul Horner – VP National Affairs
Ellis Montes – Secretary/Director of Communications

Opening:

Ron called the meeting to order at 8:01 pm.

All six board members declared being present. A quorum was present.

Fred opened with prayer.

The minutes for 12/21/19 were reviewed and corrected. Fred moved to approve. Paul seconded. The minutes were unanimously approved.

The minutes for 1/5/20 were reviewed. Paul moved to approve. Ellis seconded. The minutes were unanimously approved.

Reports:

Fred presented his monthly financial report for January 2020 to the board. Kay moved to approve the financial report for January 2020. Paul seconded. The financial report for January 2020 was unanimously approved.

Fred presented his report for the year 2019 to the board. He explained that he was appointed in May 2019, but did not have access to the accounts until August 2019. He also explained a few line items. Ellis moved to approve the financial report the year 2019. Paul seconded. The financial report for the year 2019 was unanimously approved.

Ron did not have a written report, but he expressed his honor and gratefulness for being able to serve as President.

Paul did not have a written report, but he expressed that he was pleased that the board is in a position to move forward.

Kay did not have a written report, but she explained some of her recent work towards extending welcome to more members of the LGBTQ+.

Ellis presented a report introducing some issues regarding communications. He outlined his goals for communications.

Michael did not have a written report to present, but he explained that the reason for his standing for election was brought up because of an ENS article about the status of the board. He expressed his interest in making the board become more transparent. He also expressed that after observing recent events, he sees that it is time to sunset the organization.

Consent Agenda:

Ron presented the consent agenda. He ruled that it would take two members to withdraw an item from the consent agenda. Michael objected, requesting to remove all of the motions except for #10. No other member objected. Paul moved to approve the consent agenda. Kay seconded. There was a discussion about some of the items. Five (Ellis, Fred, Paul, Kay, Ron) voted yea with one (Michael) voting nay. The consent agenda passed.

Consent Agenda
Motion #3 - \$1000 Expenditure Nuevo Amanacer
Motion #4 - \$75 Expenditure Episcopal Communicator network
Motion #5 - Vendor at Nuevo Amanacer
Motion #6 - Workshop at Nuevo Amanacer
Motion #7 - Fort Valley State Louie Crew Clay Scholarship - \$1000
Motion #10 - Regular Meetings of Board for Mar 17, Apr 21, May 19
Motion #16 - Make Application to Constable Fund
Motion #22 - Policy on Digital Platform Utilization.
Motion #23 - Integrity USA Digital Engagement
Motion #25 - Appoint Bruce Garner to The Consultation
Motion #29 - Professional Services agreement

Discussion Motions:

Motion 26: Kay moved to organize a bylaws revision working group. Fred seconded. The motion passed unanimously.

Motion 9: Kay moved to establish a code of conduct. Fred seconded. After a discussion, Five (Ellis, Fred, Paul, Kay, Ron) voted yea with one (Michael) voting nay. The motion passed.

Code of Conduct for Integrity USA Board Members

The board of directors of Integrity USA is committed to teamwork and effective decision making. Towards this end board members will:

- Attend meetings
- Serve as an advocate for Integrity USA by informing others about the organization to help it grow and flourish.
- Ensure confidentiality of information on sensitive issues and the confidentiality of members.
- On important issues, be balanced in one's effort to understand other board members and to make oneself understood.
- Once a board decision is made, support the decision even if one's own view is a minority one.
- Not disclose or discuss differences of opinion on the board with those who are not on the board. The board should communicate externally with "one voice." (The president is the spokesperson for Integrity USA)
- Refrain from engaging in social media discussions regarding Integrity USA. As with any online discussion, your intentions may be misconstrued because it is hard to convey true emotion. If you find incorrect information is being shared, bring it to the board for discussion. (Only the Secretary/Communications Director posts to Integrity USA's social media site or comments)
- Disclose one's involvement with other organizations, businesses or individuals where such a relationship might be viewed as a conflict of interest.

Motion 2: Michael moved to have a 10 year financial audit. There was no second. The motion failed.

Motion 1: Michael moved to donate \$20,000 for a Louis Crew Clay Scholarship to EDS at Union or Oasis. There was no second. The motion failed.

Motion 24: Michael moved to appoint a representative to Louis Crew Clay's funeral. Ron seconded. Ron opened the discussion saying he would vote no. Paul advised that funerals are sensitive events and are not moments to impose a presence. After a discussion, one (Michael) voted yea with five (Ellis, Fred, Paul, Kay, Ron) voting nay. The motion failed.

Motion 27: Michael moved to approve a bylaw amendment for members to observe meetings. Ron seconded. Ron opened the discussion, saying he would vote no. After a discussion, one (Michael) voted yea with five (Ellis, Fred, Paul, Kay, Ron) voting nay. The motion failed.

New Business:

New business items—

1. Ron moved to discuss the Confidentiality Policy as part of New Business. Fred seconded.
2. Fred moved to discuss a motion to encourage membership to donate to organizations in Louis Crew Clay's name as part of New Business. Ellis seconded. motion to encourage membership to donations in Louis Crew Clay's name.

Motion for encouraging membership to donate in Louis Crew Clay's name:

Ellis suggested broadcasting the invitation through Constant Contact. A motion was made to encourage membership to donate in Louis Crew Clay's name. After a discussion, Five (Ellis, Fred, Paul, Kay, Ron) voted yea with one (Michael) abstaining. The motion passed.

Motion on confidentiality policy:

Ron emphasized that it is important to have corporate resonance around interacting with each other. He also pointed out that the law already requires certain duties of organizations. Michael explained that the Executive Council of the Episcopal Church does not have a confidentiality statement and that it has open meetings. Ellis explained that the Standing Commission on Liturgy and Music of the Episcopal Church has closed meetings and a formal approval process for guest consultants and guest attendees to meetings. After a discussion, Ron called for a vote on the policy as provided. Five (Ellis, Fred, Paul, Kay, Ron) voted yea with one (Michael) voting nay. The motion passed.

Integrity, Inc. – Policy on Confidentiality Statement of Confidentiality

Adopted: _____

Pursuant to Integrity, Inc. and its Bylaws (Chapter 2, Article 2 and Chapter 7), the Board of Directors establishes this standing rule and/or policy governing the Board of Directors, committee members, or volunteers.

It is the policy of Integrity, Inc. (a.k.a. Integrity USA) that board members, committee members and volunteers will not disclose confidential information belonging to, or obtained through their affiliation with, Integrity, Inc. to any person, including their relatives, friends, and business and professional associates, unless Integrity, Inc. has authorized any such disclosure. This policy is not intended to prevent disclosure where disclosure is required by law.

Confidentiality is the preservation of privileged information. Board members, committee members and volunteers are cautioned to demonstrate professionalism, good judgment, and care at all times in handling any information related to Integrity, Inc. to avoid unauthorized or improper disclosures of confidential information. Meetings and deliberations of Integrity, Inc. by the Board of Directors and committee meetings are privileged as confidential. Except as provided by the Board of Directors, any recording, re-broadcast, or other persons viewing/listening to Board meetings or committee meetings are prohibited by this policy.

While board members, committee members and volunteers are expected and encouraged to discuss the organization with one another and their represented constituencies, they shall not report opinions expressed in meetings, nor shall they report independently on board or committee action, or engage in any communication that has not been approved by the President or the Board of Directors or that would not be supported by board policy, procedures, or decisions.

At the end of the board member, committee member or volunteer term or upon their retirement, resignation or removal from the Board of Directors or committee, they shall return, at the request of Integrity, Inc. all documents, papers, other materials, digital content, regardless of medium, which may contain or be derived from confidential information, in their possession. It is expected that board members, committee members and volunteers will not use trade secrets, membership lists, email databases or other confidential information acquired by virtue of being on the board or committee, even after they complete their service with Integrity, Inc.

The Board of Directors reserves the right to take any and all actions permitted by the Bylaws and/or civil authorities upon a determination by the Board of Directors, in its sole discretion, that a person(s) have failed to follow the requirements of this "Policy on Confidentiality."

Certification: I have read Integrity, Inc. (a.k.a. Integrity USA) "Policy on Confidentiality and Statement of Confidentiality" presented above. I agree to abide by the requirements of this policy and statement.

Discussion of top three goals:

Fred said that some of his goals were covered in the actions taken during the meeting.

Ron said that some of his goals were covered in the actions taken during the meeting. He said that he hopes for Integrity to have a focus on encouraging participation in Pride this year. Kay agreed, adding that she would like to communicate with chapters about their involvement in Pride events.

Ron expressed some concern about Michael's goal for sunseting IntegrityUSA.

Ron opened up a discussion on the legitimacy of the January 2020 special election. Michael said that it did not adhere to the bylaws. Fred suggested to write a report on the election. Ellis and Kay explained details of the election. No formal action was taken. A consensus emerged about preparing an election report for discussion at next Board meeting. Fred and Ellis stated they would work on the report.

Motions Laid on the Table:

Fred moved to lay the remaining motions on the agenda on the table. Paul seconded. After a discussion, Five (Ellis, Fred, Paul, Kay, Ron) voted yea with one (Michael) abstaining. The motion passed.

Motions Laid on the Table
Motion #8 - Illinois Registered Agent
Motion #11 - Stakeholders Council meetings
Motion #12 - Definition of Membership
Motion #13 - In-kind service in lieu of Dues
Motion #14 - Set Membership Reimbursement Rates
Motion #15 - Set Membership Dues
Motion #18 - Create a "Members Only" Facebook Group
Motion #19 - Restoring Access to Facebook Group page
Motion #21 - Use of Rainbow flag on shield
Motion #28 - Call for election of President

Announcements:

Ellis suggested approving minutes in a period of a week after the meeting through consent from board members. Fred suggested having a consenting email response to the approval. No formal action taken. A consensus emerged about trying the process as outlined by Ellis for minute approval.

Ellis suggested broadcasting information about Louis Crew Clay’s funeral through Constant Contact.

Adjournment:

Ellis offered a closing prayer.

Ron moved to adjourn. The board unanimously approved. The meeting was adjourned at 9:44 pm.

Faithfully submitted,
Ellis Montes
Secretary and Communications Director