

Minutes of the Board Meeting of the MidAmerica Region, UUA

Starved Rock Conference Center November 16, 2013

In Attendance

Bill Sasso, President

Charlotte Preston, Vice President

Eric Huffer, Secretary

Tom Sommerfeld, Treasurer

Kathy Burek, Board Member

Cynthia Landrum, Board Member

David Martin, Board Member

Erin McElroy, Board Member

Amy Taylor, Board Member

Ian Evison, Ex Officio Board Member

Call to Order – approx.. 3:15pm

Opening Words-Kathy Burek

Reaffirmation of Board Covenant

Appointment of Process Observer-Charlotte Preston

Acceptance of Consent Agenda moved by Dave Martin, second by Tom Sommerfeld, no discussion, passed unanimously. Consent Agenda includes the following (see Attachment A for details):

- Minutes of 10/3/2013 MidAmerica Region Board Meeting -
- MidAmerica Transition Budget Report (latest version)
- MidAmerica Region Financial Statements and Related Reports:
 - o MidAmerica Region: Understanding Our Congregations (Nov., 2013)
 - o Congregational Giving, and Income and Expense Analysis (1QFY14)
 - o MidAmerica Region Balance Sheet (1QFY14)

o MidAmerica Region Budget vs Actual Report (1QFY14)

- MidAmerica Region Staff Report
- Schedule/Timeline for Regional Assembly Information [Cindy and Amy] -stricken
- Report from Bill Sasso re filling Midwest UU Conference Board Vacancies

6. Review/Discussion/Action on Resolution to Authorize Signatories on MidAmerica Common Endowment Fund Account - motion for approval by Tom Sommerfeld, second by Kathy Burek, no discussion, approved unanimously (see Attachment B)

7. Review/Discussion/Action on Policy Regarding Acceptance of Gifts with Conditions or Restrictions on Use . Motion for approval by Tom Sommerfeld, second by Dave Martin, no discussion, approved unanimously. (see Attachment C)

8. Review/Discussion/Action on Resolution Regarding Acceptance of Funds with Designated Uses from Prairie Star District - motion for approval by Kathy Burek, second by Dave Martin, discussion regarding specific funds, and whether all such funds should be listed specifically, amendment proposed by Bill Sasso to accept the resolution in principle, with the right to review-after discussion the amendment was withdrawn.

motion to amend by Cindy Landrum, second by Charlotte Preston that the former Districts provide the MA Board with an enumeration of donor restricted funds, the amount to be transferred, and any restrictions, - amendment passed unanimously.

motion to amend by Amy Taylor, second by Kathy Burek, to insert Heartland District after Prairie Star for inclusion, passed unanimously.

motion to amend section #1 to include Central Midwest by Cindy Landrum, second Dave Martin – passed unanimously.

Amended resolution passed unanimously. (see Attachment D)

9. Review/Discussion/Action on Resolution Regarding Acceptance of Funds with Designated Uses from Heartland District (Frank Gentile Fund) - removed

10. Review/Discussion/Action on Proposed Covenant between the MidAmerica Board, the MidAmerica Field Staff, and the UUA Director of Congregational Life (Board/Staff/DCL Covenant Working Group) - motion for approval by Kathy Burek, second Dave Martin, background on the covenant given by Kathy Burek, approved unanimously. (see Attachment E)

10.5 Motion made to fund compensation increases(including insurance) pursuant to UUA Congregational Life proposal, motion for approval by Kathy Burek, second by Tom Somerfeld, discussion of circumstances, approved unanimously.

11. Review/Discussion/Action on Resolution Regarding Recognition of Congregations in Good Standing in relation to the 2014 MidAmerica Regional Assembly -motion for approval Dave Martin, second by Tom Sommerfeld, approved unanimously. (see Attachment F)

12. Review/Discussion/Action on Resolution Regarding 2014 Regional Assembly Business Items Initiated by Congregational Action (Business Meeting Process Working Group) motion by Erin McElroy, second by Eric Huffer, discussion of voting procedures and assignment of duties at multiple sites. approved unanimously. (see Attachment G)

13. Review/Discussion/Action on Request from Springfield, Missouri, UU Congregation to reclassify as part of the MidAmerica Region -motion by Eric Huffer, second Tom Sommerfeld, approved unanimously. (see Attachment H)

13.5 Motion for approval of revised MA board position job descriptions, motion for approval by Tom Sommerfeld, second by Amy Taylor, approved unanimously. (see Attachment I)

14. Discussion: Board Role(s) in Regional Stewardship

a. UUA “Generously Investing For Tomorrow” (GIFT) Campaign in South Region - new program that includes redefining “fair share” to something based on percentage of congregational budget – sometimes called “One Ask”

b. Friends of the MidAmerica Region – letter of invitation to each of us to join Friends- **e-mail to Bill from each of us to say whether we will or won't participate***

c. Congregational Relationships - discussion of contact with congregations regarding giving

15. Status Reports from Working Groups and Districts:

a. Communications - see attachment- **request feedback from Board ***

b. Board/Staff/DCL Covenant -done

c. Business Meeting Process – **conference call set for 12/2 – will keep Eric in loop re credentialing***

d. Board ARAOMC Engagement – **revisit next meeting after webinar***

e. Prairie Star District - waiting on IRS approval of 501c3 status, can still move forward

f. Heartland District - most of assets transferred over, a little kept to wind up business, have a restitution obligation that needs to be transferred over (lawyers are being consulted)

*** Action Items**

16. Review of Board Calendar

• Webinar: Intercultural Competency 11/14/2013

- Webinar: Intercultural Competency 11/19/2013
- MidAmerica Board Meeting (Conference Call) 1/23/2014 7:30/6:30 pm
- MidAmerica Board Meeting (Conference Call) 3/2014 TBD
- MidAmerica Regional Assembly (Multi-site) 4/11-13/2014
- MidAmerica Board Meeting (Twin Cities Area) 4/25-26/2014

17. Review of Action Items

18. Process Observer Report - low energy, ARAOMC considerations were good, need to incorporate additional down time, self care

19. Closing Words

20. Adjournment 5:40 p.m. CDT

Business Items for 11/16/2013 Business Meeting

Resolution to Authorize Signatories on MidAmerica Common Endowment Fund Account (Lisa P)

The MidAmerica Region Board authorizes and appoints the following as signatories on the Unitarian Universalist Association Common Endowment Fund account for the MidAmerica Region:

- William Sasso, President
- Thomas Sommerfeld, Treasurer
- Ian Evison, Regional Staff Lead
- Nancy Heege, Congregational Life Consultant
- Elizabeth Presley, Congregational Life Consultant

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Proposed Financial Policy Regarding Gifts (Tom S and Lisa P)

- The Board of Trustees of the MidAmerica Region of the UUA may accept gifts to the Region of securities, funds, or other financial properties. Such gifts become the property of the Region. The Board may retain the gifts in the form in which they were received, or may convert them to other forms, at its sole discretion.

- If the Board accepts a gift that is designated by the donor for a specific purpose, that fund shall be considered "restricted". The decision of whether or not to accept such gift, and its restrictions, is solely at the Board's discretion.

- The Board is free to turn down restricted gifts if the purpose is deemed to be not suitable.

- The Board shall, in the documents accepting any restricted gift, make provisions as to how the funds may be redirected if the intended purpose does not materialize within a reasonable time.

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Proposed Resolution Regarding Restricted Fund Transfer

Whereas on April 6, 2013 at the Prairie Star District Annual Meeting, Delegates voted to merge Prairie Star District with Central Midwest and Heartland Districts into the MidAmerica Region effective July 1, 2013; and

Whereas the assets of Prairie Star District, including Restricted Reserve accounts for donor-specified purposes, are to be transferred to the MidAmerica Region as part of the merger into MidAmerica Region; and

Whereas the Prairie Star District Board wishes to continue to honor the donations and purposes of these Restricted Funds;

Therefore, be it resolved that the MidAmerica Board of Trustees assumes responsibility for these Prairie Star Restricted funds and their purposes, and continues to account for, and carry out programs in support of the donors' requests, to the extent possible, as long as the funds continue.

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Resolution Regarding Acceptance of Funds with Designated Uses from Heartland District (Frank Gentile Fund) (To Come from Amy Taylor)

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Resolution Regarding Recognition of Congregations in Good Standing in relation to the 2014 MidAmerica Regional Assembly (Bill S)

Whereas Article III, Section 2, of the Bylaws of the MidAmerica Region of the Unitarian Universalist Association ("the Region") defines congregations in good standing as those which have made "a financial contribution to the Region in the preceding fiscal year of the Region," and

Whereas the current fiscal year of the Region is its first fiscal year, making it necessary to use an alternative definition of congregations in good standing in order to conduct elections and other business at the April, 2014, Annual Business Meeting of the Region;

Therefore, be it resolved that the Board of Trustees of the MidAmerica Region will, for the purposes of conducting elections and other business at the Region's April, 2014, Business Meeting, recognize as congregations in good standing at that meeting those congregations that have made a financial contribution to any of the Region's predecessor districts (that is, the Central Midwest, Heartland, or Prairie Star Districts of the UUA) between July 1, 2012 and June 30, 2013.

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Resolution in Response to Request from First Unitarian Universalist Church of Springfield, Missouri (Bill S)

Whereas the MidAmerica Region of the Unitarian Universalist Association has received a request from the First Unitarian Universalist Church of Springfield, Missouri, that the Region endorse its application to the Board of Trustees of the Unitarian Universalist Association to move its affiliation from the Southwestern Unitarian Universalist Conference to the MidAmerica Region, in order to unite with the other UU congregations within the state of Missouri;

Therefore, be it resolved that the Board of Trustees of the MidAmerica Region endorses the congregation's application and looks forward to enthusiastically welcoming the congregation into MidAmerica!

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Attachment D-Resolution Regarding Acceptance of Funds With Designated Uses

Resolved, that the MidAmerica Board of Trustees assumes responsibility for Heartland District, and Prairie Star District restricted funds and their purposes, and continues to account for, and carry out programs in support of the donor's requests as long as the funds continue. The MidAmerica Board requests that the Central Midwest, Heartland, and Prairie Star Districts provide the MidAmerica Board with an enumeration of donor-restricted funds, the amounts to be transferred, and any restrictions on the use of principal or interest of those funds.

Approved by MidAmerica Board of Trustees
November 16, 2013

3-Way Covenant November 16, 2013

The Board of Trustees (Board), of the MidAmerica Region (Region) of the UUA, the Field Staff of this Region (FS), the Regional Lead (RL), and the Director of Congregational Life (DCL) at the UUA enter into this covenant promising to one another our mutual trust and support.

Together we...

- 1) Covenant to support and appreciate each other's work and commitment to our UU faith, acknowledging that transitions are difficult
- 2) Covenant to operate on the assumption that everyone is acting on his/her understanding of what is in the best interests of our UU faith, and our mutual Ends
- 3) Covenant to act as leaders of our covenantal faith to work together as we build and maintain relationships with our sources of authority and accountability:
 - a) Our member congregations
 - b) Current and future generations of Unitarian Universalists
 - c) The heritage, history, and ideals of Unitarian Universalism
 - d) The vision of beloved community
 - e) The spirit of love, life, and the holy
- 4) Covenant to be in right relationship with each other and walk together in love when issues arise, recognizing conflict and tension can often be and are signs of creativity and growth
- 5) Covenant to be in regular communication with each other so that conflicts can be avoided if possible, or resolved at an early stage when they occur
- 6) Covenant to collaboratively create systems that will regularly
 - a) Establish Regional goals based on the UUA Global Ends and the Administration's goals for Congregational Life Staff in support of those Ends
 - b) Clearly identify the responsibilities of the Board, FS, and DCL for achieving those goals
 - c) Mutually assess the achievement of those goals
- 7) Covenant to support the professional development of FS
- 8) Strive to be non-anxious leaders
- 9) Strive to build trusting relationships

Individually we...

The Board of Trustees of the MidAmerica Region of the UUA

- 10) Acknowledges the UUA is the singular employer of the FS, with sole authority to hire, reward, discipline, or discharge FS
- 11) Acknowledges that full supervisory responsibilities for the Regional Staff paid for exclusively by the Region will be held by the Regional Lead assigned by the DCL
- 12) Covenants to work with the DCL, RL and FS to seek input from our Regional congregations to ensure that programming addresses the unique needs, challenges and opportunities of the Region.
- 13) Covenants to work with the RL and in consultation with the DCL to establish Policies and Procedures

Approved by MidAmerica Board of Trustees
November 16, 2013

- 14) Covenants to adopt Policies and Procedures that are not in conflict with UUA Policies and Procedures adopted to conform with Executive Limitations imposed by the UUA Board
- 15) Acknowledges the FS is monitored by the DCL, based on mutually established goals and with input from the Board, for progress against the Global Ends of the UUA Board and the goals, strategies or tactics developed by the UUA Administration in support of those Global Ends
 - a) Commits to supporting the DCL and RL in establishing and carrying out monitoring and goal-setting systems that provide data/ information for the UUA President's accountabilities to the UUA Board and strategies address the unique needs and opportunities of the Region
- 16) Covenants to, at a minimum, maintain the current level of financial support for Regional programming and to inform the DCL in the event such a commitment cannot be sustained
- 17) Commits to collaborating with FS and the DCL to explore ways of strengthening the financial support for Regional programming
- 18) Covenants to honor the DCL-designated Regional Lead as the chief executive officer of this Region, and that this RL/CEO may have additional and particular responsibilities of handling or delegating Region financial and other assets, which may necessitate creation of policies and monitoring by the Board
- 19) Commits to act as leaders of our covenantal faith to work together as a board with the FS to build and maintain deepening interdependent relationships among those we serve.

The Congregational Life Field Staff of the MidAmerica Region of the UUA:

- 20) Acknowledges the Board's role in working with the UUA Board to support linkage with member congregations
- 21) Acknowledges the legal authority of the Board for Regional assets
- 22) Acknowledges and accepts the Region's Governance Policies and Procedures, as they relate to financial responsibilities for Region assets and for Region-owned property
 - a) Covenants to alert the Board to any conflicts or discrepancies between Region and UUA Policies governing financial responsibilities
 - b) Acknowledges the responsibility for financial policy changes lies with the Board
- 23) Acknowledges that their singular employment relationship is with the UUA through the office of the DCL
- 24) Covenants as delegated/requested by the DCL or the RL to meet with the Board at its regular meetings and report progress against goals and objectives as determined
- 25) Covenants to recuse themselves from situations that may represent a material conflict of interest, promptly reporting any such situation to both the DCL and the Board.
- 26) The RL covenants to accept responsibility for supervision and management of the Regional Staff, and to undertake that responsibility in a manner consistent with Unitarian Universalist values, with fair employment practices, and with personnel policies congruent with those of the UUA
- 27) The RL covenants to provide timely feedback to the Board regarding steps it can take to improve collaboration between the Field Staff and the Board
- 28) Covenants with the Board & DCL to engage in appropriate self-care and professional development

The Director of Congregational Life of the UUA:

- 23) Acknowledges primary responsibility to manage, develop, compensate, and train the FS of this Region
 - a) Commits to consult with the Board to understand its perspective of the Region's needs and opportunities in hiring FS, should a vacancy occur

Approved by MidAmerica Board of Trustees
November 16, 2013

- b) Commits to seek the Board's input into hiring of the Regional lead/ chief executive officer of the Region
- c) Agrees to support the FS in engaging in appropriate self-care and professional development
- 24) Agrees to engage in appropriate care and professional development for him/herself
- 25) Covenants to supervise the FS consistent with our UU values and principles and in alignment with our UUA ends and the strategic plan of our UUA administration
- 26) Covenants to work with the board, RL and FS to seek input from our Regional congregations to ensure that programming addresses the unique needs, challenges and opportunities of the Region.
- 27) Agrees to consult with the Board sooner rather than later in the event of any significant performance issues, prior to engaging in any disciplinary action, including discharge of the RL , unless such consultation would result in serious or irreparable harm to the human, financial, or physical assets of the UUA or the Region
- 28) Retains the ultimate authority to hire, reward, discipline, or discharge FS
- 29) Covenants to regularly consult with the Board, at a mutually acceptable frequency
- 30) Covenants to provide timely feedback to the Board regarding steps it can take to improve collaboration and results of our work together
- 31) Acknowledges the legal authority of the Board for Region assets
- 32) Acknowledges that full supervisory responsibilities for the Regional Staff paid for exclusively by the Region will be held by the RL
- 33) Agrees to maintain funding from the UUA at the current level, or to advise the Region at the earliest possible time if such commitment cannot be kept
- 34) Agrees to communicate directly with the President of the Board (or designee) in the event that communication through the RL or FS would place the RL or FS in a real or perceived conflict of interest situation
- 35) Agrees to notify the President of the Board as soon as possible about changes in compensation planned for UUA staff
- 36) Retains the right to delegate operational responsibilities under this covenant to the Regional lead

Term and Amendment

- 37) This covenant will be in effective from the date of approval by action of the board until June 30, 2015.
- 38) The covenant may be amended by mutual consent of the parties during the term of the covenant.
- 39) The parties commit to jointly review the covenant no later than March 2015

Approvals:

Rev. William Sasso, President, MidAmerica Board

Rev. Ian Evison, MidAmerica Regional Lead

Rev. Scott Tayler, UUA, Director of Congregational Life

11-16-13 JOB DESCRIPTIONS OF THE MIDAMERICA BOARD OF TRUSTEES

The following nine (9) elected officials comprise the MidAmerica Region Board of Trustees:

- President
- Vice President
- Secretary
- Treasurer
- Five (5) Trustees at Large
- Ex-officio non-voting member: the UUA Regional Lead Staff person for the region, or that person's designee

The Board's responsibilities are as described in Article VI of the MidAmerica Region Bylaws, and include the following duties.

A. The President shall:

- (1) Preside at all Business Meetings of the MidAmerica Region and meetings of the Regional Board;
- (2) Serve as ex-officio member of all committees of the Regional Board and may appoint another Board member as their representative in this role;
- (3) Report on the actions of the Regional Board at the Annual Meeting;
- (4) Represent the Region to the UUA, member congregations & community at large;
- (5) Attend District/Region Presidents Association (DPA) meetings (currently before the start of GA in June in Boston early November for a Thurs through Sat, and other DPA activities as determined);
- (6) Work with the UUA to implement a regional partnership;
- (7) Serve as the Board's liaison to the Regional Staff and Director of Congregational Life (DCL) of the UUA
- (8) Assure covenants of MidAmerica Board with Regional Staff, the UUA DCL and Board are reviewed annually, updated and renewed;
- (9) Participate in Regional Leadership meetings along with Vice President and Regional Staff
- (10) Perform other such duties as are commonly associated with the office.

B. The Vice President shall:

- (1) Be vested with the powers and responsibilities of the President in the event of the President's absence or inability to serve;
- (2) Be responsible for ensuring that the Board creates and implements a plan to establish and strengthen connections with the MidAmerica congregations; and
- (3) Be charged with monitoring the Board's performance;
- (4) Participate in regular Regional leadership meetings, along with the President and Regional Staff
- (5) Perform such duties as the Board shall from time to time prescribe;
- (6) Perform other appropriate duties as are commonly associated with the Office.
- (7) Note to Nominating Committee: the Vice President position is not designating in the Bylaws as the President-Elect.

D. The Secretary shall:

- (1) Maintain a complete record of the proceedings of all Business Meetings of the MidAmerica Region and meetings the Regional Board
- (2) Ensure that all the minutes of all meetings are made publicly available within 30 days of approval;
- (3) Submit minutes to the Board within 30 days after any meeting;
- (4) Give notice of all MidAmerica Business Meetings and meetings of the Regional Board;
- (5) Keep a calendar for advising the other officers and committees of times for which various reports may be required;
- (6) Oversee credentialing of MidAmerica delegates; certify the quorum at the MidAmerica Annual Business Meeting;

- (7) Perform such other duties as the Board of Trustees shall from time to time prescribe including, but not limited to, conduct of correspondence as necessary, and advising individuals of their election to office or appointment to any committee;
- (8) Perform other appropriate duties as are commonly associated with the office.
- (9) Note to Nominating Committee--Qualification: Be able to discern what is necessary to include in minutes and able to take thorough notes;

C. The Treasurer shall:

- (1) Be responsible for monitoring financial compliance with the Board's financial policies and ensuring and protecting the financial integrity of the Region;
- (2) Review prepared financial statements on at least a quarterly basis or more often;
- (3) Coordinate and report on an annual audit/accounting review;
- (4) Work with Regional UUA Staff to develop & present the annual budget to the Board;
- (5) Provide financial analysis and accounting expertise to the Board;
- (6) Perform such duties as are commonly associated with the position;
- (7) Perform duties as delineated in the current, Board-approved allocation of Treasurer/Staff responsibilities (see Appendix 1).

E. All MidAmerica Board Members shall:

- (1) Attend (at least quarterly) Board meetings as scheduled (virtual and/or in-person);
 - (a) Be prepared for meetings;
 - (b) Participate in Board meetings;
- (2) Travel for both in-person Board meetings
Note to Nominating Committee: Anticipated in-person Board meetings include
 - (a) April 2014 including new members-elect (Twin Cities)
 - (b) Late July/early August or September 2014 retreat (TBD)
 - (c) Other in-person meetings as agreed upon by the board
- (3) Attend Regional Assembly each year (2-3 days, depending on location)
Note to Nominating Committee: Annual Regional Assembly dates and locations for 2015, 2016, and 2017 TBD
- (4) Serve on Board committees and task forces as necessary; (the work will occur in between full Board meetings and calls)
- (5) Represent the Region as requested and available, for example
 - (a) Special congregational events, such as ordinations, installations, and anniversaries
 - (b) Listening or linkage sessions
 - (c)...
- (6) Ensure that all voices come to the table and are heard;
- (7) Have access to technology that the Board determines it will use for communication & meetings or be willing to work with the Board and Staff to acquire such access; for example,
 - (a) Email
 - (b) Teleconferencing capabilities
 - (c) Videoconferencing capabilities
- (8) As part of the Board, in collaboration with national UUA, establish covenants describing working relationships & responsibilities of each party & carry out the terms of these covenants;
- (9) As part of the Board, write & review Board Policies, bylaws, and set up a schedule of review & reporting that holds themselves accountable to our Sources of Authority and Accountability;
- (10) Create ways to be open and seek out connections with regional congregations and other organizational partners, to listen to their passions and focus attention on them while living into the UUA Board ENDS;
- (11) Engage in regular spiritual health-care
- (12) Encourage congregational financial support of the region and UUA
- (13) Model good stewardship of the region and the UUA, within one's means

(14) Note to Nominating Committee—Qualifications for Trustees:

- (a) Be able to ask both “visionary” and “operational leadership” questions
- (b) Be willing to make decisions that change things and are forward looking;
- (c) Be able to both generate new ideas and concepts and then strategize about implementation.

Terms and Term Limits are specified in Article V, Section 2, of the MidAmerica Region Bylaws.

General Qualifications and Limitations regarding Election are specified in Article V, Section 3 of the MidAmerica Region Bylaws.

The Nominations Committee and other aspects of the Nominations Process are specified in Article VII of the MidAmerica Region Bylaws.

Appendix 1: Division of Responsibilities: Treasurer and MidAmerica Staff
Approved by the MidAmerica Board August 26, 2013

In order to ensure sound and efficient financial oversight of the operations of the MidAmerica Region, it is understood that the following outlines the division of responsibilities between the MidAmerica Board’s Treasurer and the MidAmerica staff:

Treasurer responsibilities:

- o Review of prepared financial statements on a regular basis
- o Reporting to the Board (with staff) on financial status of MidAmerica
- o Creation (with the Board) of financial and investment policies
- o Interaction (with staff) in overseeing the investments of the Region
 - If an Investment Committee is created, then creating and supporting such investment group, and serving as liaison between the Investment Group and the Board
 - If assets are in the UUA’s Common Endowment Fund (UUA CEF), then reviewing performance, attending UUA CEF conference calls/reports, and suggesting any change in the Region’s participation in the UUA CEF.

Staff responsibilities:

- o Preparing and maintaining financial system, including selection and operation with outside bookkeeping services
- o Receiving funds on behalf of the region
- o Disbursing funds in order to pay bills, payroll, government liabilities, etc., consistent with the financial policies of the region
- o Preparing/creating policies and procedures for financial matters, including separation of duties, to ensure proper handling of MidAmerica financial assets
- o Preparation of financial statements for internal review, and for Treasurer’s presentation to the Board
- o Reconciliation of all bank accounts and assets

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