

All Souls Church, Unitarian
Board Meeting
December 15, 2010, 7:00 p.m.

Board Members in Attendance:

Mark Ewert
Laurie Lester
Shirley Blakely
Victor Branham
Sterling Lloyd
Libby Turpen
Goldia Hodgdon
Kathy Mulvey
Fred Samuels

Others in Attendance:

Barry Johnson (Treasurer)
Andrew Miller (Assistant Treasurer)
Taryn Wilgus Null (Secretary)
Christina Lohs (Assistant Secretary)
Katie Loughary (Executive Director)
Rob Hardies (Senior Minister)
Louise Green (Minister of Pastoral Care and Lay Leadership)
Fred Tipson (2008-10 Trustee, and member of the Governance Review Team)

Chalice Lighting and Reading

Mark Ewert lit the chalice and Rob Hardies began the meeting with Reading # 648.

Introduction, Welcoming, and Covenanting

- All present introduced themselves and shared their goals for the Board year.
- It was confirmed that the Board voted Laurie Lester in as Vice President at the December 5, 2010 Board meeting. Discussion about whether there should be Co-Vice Presidents, and since no one else is interested, Laurie will serve as sole VP.

Housing or BoT Procedures

- The contact sheet was circulated for editing so that everyone could confirm that their information was correct. When complete, it will go to Taryn to update the Google Groups list so that there will only be one email address to reach everyone.

- The Board will use Google Docs as a Web Library for documents this year. Discussion about when the Board wants to receive documents for a Wednesday night meeting: consensus was no later than Monday night, and we will reconsider/reevaluate in January.
- All Board documents should have standardized names and contents. Mark and Taryn will work to standardize the December documents, but others should do this in the future.
- Board members and Officers should print and bring their own documents to the meetings.
- Board members should read and consider documents before they come. Mark and Laurie will meet with the Executive team the week before each Board meeting, so everyone should get any documents to be considered to Mark by the Monday of the week prior to the week of the Board meeting.
- It's helpful for everyone to type up motions in advance and send them to Mark, who will compile and distribute what he has. When an issue requires substantive discussion, the Board will have conference calls rather than going back and forth on email. These will only take place if there is demand for a conference call.
- It was reiterated that Officers are included in all meetings and discussions, although they do not vote.
- Discussion about whether we want to do Deep Chair, an opportunity for the Board to hear from church committees, again this year, whether this should be done on a regular basis or quarterly, and whether there should be a time limit or guidelines given. The original intent of Deep Chair was to give a theological context for a decision that the Board would be making, in order to allow the Board to put their decision-making in a deeper spiritual, theological context. Discussion about whether we need more spiritual grounding for the business decisions that we are making. Board decided that they want to continue Deep Chair, so Mark will come up with a list of groups to include this year.

Newsletter Column

Mark will be writing an article for the newsletter for January, and he will be asking Board members to sign up and take on that duty.

Retreat

We discussed whether we want a Board/Office Retreat this year. The Board will discuss this after the discussion on self-monitoring. Last year the Board did a lot of work on Policy Governance, and there is interest in doing a second session on Policy Governance.

Board of Trustees Code of Conduct

Mark asked all the Board Members and Officers to give a verbal agreement to the Policy Governance Code of Conduct Covenant, which everyone did.

Board Responsibility

The Board speaks with one voice. This means that if a Board member is not present at a meeting and doesn't respond to a document, the trustee is making a statement of unconditional support for the Board to act on his or her behalf. There are no abstentions unless the Board is voting. This is directly from Policy Governance.

Recap of Annual Meeting

Kelly Young was absent, so Christina Lohs stood in for her. The Assistant Secretary works a lot with the Church Council, and will be working a lot to support and provide back-up for the Moderator.

The Annual Reports were the major items of business. Discussion of proposed changes to the bylaws, which will be elaborated upon tonight.

New Board members, Officers, and Nominating Committee members were elected.

The Church Council discussed the Visioning Process. The staff has established teams, and the Board has established timelines for these implementation teams. The Council has been reimagined in accordance with these new structures and goals, and Council meetings will be planned in partnership with the Board and staff. Kelly is putting together steering committees to work to plan the meetings. Questions should be addressed to Kelly or Christina.

Louise and Amy Mulry Wesolek are the staff liasons to the Council. The Board liason to each team will be established at the meeting tonight.

BOT/Officer Tasks Discussion/Confirmation

Mark has compiled a list of where we need to have trustees and officers involved, and people were assigned to the following tasks:

BOT Self-Monitoring (Shirley)

Goal 1 (spiritual growth) (Victor)

Goal 2 (welcome/caring) (Goldia)

Goal 3 (SOC action) (Sterling)

BOT Leadership Learning (Policy Governance) (Goldia)

MRMC (Goldia)

Financial Committee, Investment Committee, Audit Committee (Laurie)

CAPT (under a charge that ends at the end of this church year, may transform into Capital Committee, in development for putting together building plan going forward and the Capital Campaign will be responsible for fundraising) (Libby, Sterling)

Associate Minister Negotiating (Mark, Barry)

Capital Campaign (Libby, Kathy)

Governance Review (Fred)

Legal Committee (Fred)

Stewardship Committee? (Kathy)

Shared Ministry? (Victor)

Safety/Security? (Sterling)

Council Steering Committee (made up of people on goal 1, 2, and 3 teams) (Kelly, Christina)

The issues with question marks depend on what the Board wants to do. Officers are free to join in. The list will be distributed to everyone.

Discussion about whether members have been appointed to the Legal Committee, which was created at one of last year's meetings. Libby Turpen, Fred Tipson, and Fred Samuels are the members.

BOT Self-Monitoring

Self-monitoring is a part of Policy Governance by which the Board reexamines its performance, collectively and individually, and reaffirms its commitment by identifying plans for improvement. This can be a positive activity so that the Board can focus on what's working well. When you self-monitor, you establish things that you want to measure. The Board is already doing some self-monitoring. One of the items for self-monitoring is identifying where there's a need for training and education, and the Board will then incorporate any educational needs, which it may have. The Covenant of Right Relations will help guide the Board. There was discussion about what a self-monitoring process would look like.

In the past the Board has had meeting feedback at the end of every meeting, and this is going to continue. At Board meetings it's appropriate to discuss whether the Board is operating at a Policy Governance level or getting into the weeds of implementation during the meetings. We can look at the Policy Governance frameworks to ensure that we are adhering to what the Board and Officers should be doing. The Board will revise this document this year. The Board will document the feedback from each meeting. Folks can speak out, or there could be a form that people could fill out periodically. Doing both of these would be a good idea.

Continuation of Governance Review Tasks

Fred Tipson led this discussion. The GRT was appointed after the August 2009 congregational vote to change the bylaws to allow for the removal of a trustee by a super-majority of the BOT, rather than taking the vote back to the congregation.

Fred stated that while it was necessary to take this vote to resolve the crisis the church faced, the GRT wanted to take a comprehensive look at the organization of the church, and its rules of governance (i.e., bylaws and policy governance framework). Most GRT members feel they have completed their service on the committee, though some may be willing to continue and both Erika Landberg and Mary Hill Rojas, newly-retired trustees, have indicated a willingness to continue to work on this. The GRT was clear by the end of their term last year that there is still more work to be done on Policy Governance, bylaws, and safety and security. Shared Ministry might reasonably dwell with the CoM. On the bylaws, the BOT needs to figure out how to move this forward.

Policy Governance framework: In general, the GRT thought this was a good framework for the operations of the church, requiring only minor changes to clarify the ways that some of the policies are implemented.

Safety and security issues: There is no perfect way to resolve these issues, but they may be addressed by a small group of people working with Katie, Rob, and other staff members to sort out problems as we see them. We should look at the policies of other churches and a Safety Committee can address them thoughtfully and specifically.

Shared Ministry: Part of a process that involves the congregation, Board, and staff members as a part of Policy Governance. As people's spiritual home, we can look at everything that we can do as living out our values. Our goals are different from those of a regular nonprofit board. Safety and security is also a Shared Ministry issue, since we all need to care for each other.

The Governance Review Team was clear at the end of their term last year that there is still more work that needs to be done on Policy Governance, bylaws, and safety and security. Shared Ministry might reasonably dwell with the Committee on Ministry. On the bylaws, the Board needs to figure out how to move this forward.

At the Annual Meeting, Fred commented that we went right into suggesting the bylaws changes without the Committee having a chance to explain their rationale. This did not work well, and is a lesson learned. It surprised the Board that the congregation still has strong feelings about the proposed change to the bylaws about removing a trustee. The Board needs to commune with the congregation (possibly in town hall meetings) to hear from them before crafting the wording of a proposed amendment to the bylaws. Fred feels there's no mechanism to educate the congregation about the workings of the church. Perhaps this is an opportunity to reset this conversation in the context of Shared Ministry. Perhaps this is an opportunity to do something

joint between the Board and the CoM. This should be a spiritual discussion rather than a legal discussion. There was a lot of emotion around this issue, and approaching it from a Shared Ministry and spiritually based grounding may be helpful. There's still a lot of pain, and the Board needs to be careful about how we approach it. The issue is how we provide grounding for the congregation about how we deal with conflict. We don't want to go back to two years ago; we need to have a broader discussion that will move us forward.

With Policy Governance and safety, there's a need to define the issues and then decide if we need to expand the efforts forward. We need to decide whether to continue the Governance Review Team in some fashion and whether we need a Safety Committee.

It makes sense to not just include Board members who were involved at the time of the 2009 controversy, because they may have to take a lot of heat about this again. The congregation needs to hear about how the Board arrived at the language proposed for the bylaws amendment. The congregation needs to be educated about how the Board works. The congregation left the Annual Meeting with the sense that there will be another opportunity for a thorough discussion of the proposed bylaws change and the alternative proposed by Carol Falk.

It was suggested that suggestions for going forward with this topic be drafted: Libby Turpen and Fred Samuels volunteered to draft a jumping-off point for a congregational meeting in the next few months.

We have six bylaws amendments and the others don't deal with Shared Ministry, just this one, so the issue is really about the problem that begat the amendment.

The CoM should be involved once we have a draft suggestion for going forward, because they were charged with dealing with the emotional sides of this issue. There is always a tension between polity and the executive, and there's not a lot of agreement or understanding about this.

All of the comments that people made about the bylaws amendment will be forwarded to the BOT and Officers, and then on to the CoM. We're asking them to help the congregation to create a shared definition of what that terms means. This will eventually come back to the Board and we will incorporate it into the Policy Governance Framework.

Motion to charge the CoM to come up with a collective definition of Shared Ministry, so that the Board may then incorporate it into the Policy Governance Framework. The CoM is interested in fostering a common culture of what shared ministry is, not to have a definition in the Policy Governance documents -- but so that everyone in the church is working from the same understanding. This is an ongoing process.

There was another motion that the Committee on Ministry be charged with developing a definition and framework for shared ministry at All Souls Church, and the motion was seconded. This should be a consensus definition: perhaps replace with language of "creating culture of

shared ministry.” There was a suggestion that we come back to this at the January meeting with some definite ideas. Mark can talk to new co-chairs of CoM about this, and they may be the best ones to suggest this language. The same will be done with the Policy Governance issues.

Reports

- Executive Team Report

The staff report for this month is relatively meager, which is a reflection of this busy time in the church year, and Rob apologized for this.

We are doing some carpet replacements in the church.

Katie’s report has information on attendance, pledge trending, and the budget. We have 877 voting members, and about 1,000 or 1,110 total members. (Voting members have a pledge in good standing.) We sent out a letter from Mark and Laurie to the pledging members to thank them for their pledges and ask if they would like to make any additional contributions. We have lost about \$25,000 in pledge cancellations. Not atypical; pledges usually peak about May, and then people get a more realistic picture of their situation or have life changes, and have to make cancellations.

- Treasurer’s Report

Barry is concerned about where we are in relation to our pledge goal for this year, and we may need to examine whether our pledge goal for the year was realistic. Katie said that we’re ahead of where we were last year in terms of pledge commitments: we crossed the \$1 million mark sooner than expected. Pledges are coming in quickly now. We see about ten people per month joining and pledging. We probably won’t hit our pledge goal by December 31, but we’ll see the number continue to increase until May. At the Congregational Meeting, there was concern that we would not fulfill our commitments to the UUA and Joseph Priestley District.

Rob commented that we’re in the same range as a lot of our fellow congregations right now, who are struggling to keep up with their commitments and cutting their contributions in the same way that they’re cutting other expenses.

Consent Agenda

Motion to approve the November 17, 2010 meeting minutes, seconded. Passed unanimously, with four abstentions.

Motion to approve the December 5, 2010 meeting minutes, seconded. Passed unanimously, with three abstentions.

Motion to accept the nominations for the new Committee on Ministry members, seconded.
Discussion about whether we’re looking for CoM members who have a lot of experience with

the church, since two of the nominees are former Board members, and there's a relatively narrow age range of CoM members, without representation from young people or elders. The idea of the CoM is to have members who are mature in their understanding of church/organizational dynamics. This is probably one of the more diverse committee we have in terms of age, race, and culture. There are process questions about how people are nominated for the Committee. Question was called, and all voted unanimously to approve Committee on Ministry nominees.

Motion that Mark, Laurie, Barry, Andrew, and Katie have signing authority for the following accounts: Industrial Bank of Washington, Adams Bank, TIFF accounts, UUA endowment fund, Merrill Lynch, and Calvert. These are the same officers that have signing authority every year. Approved unanimously with no abstentions.

Announcements

Large Church Conference in Minneapolis, March 17-20. This only happens every three years. Rob and Katie are going, and we would like to put together a team of staff members and lay leaders. We do not have money set aside for anyone to go, so that's an issue. The request is for any Board members or officers who would like to attend and participate to let Rob or Katie know.

Meeting Feedback

Shirley will accept emails for this meeting as the Board Monitoring person, but she hopes to have something more formal for the next meeting.

We never went back to the idea of a retreat after the self-monitoring discussion. There was a decision to think about the purpose and discuss it at the next meeting since we're already 25 minutes over time.

Adjournment: 9:28 p.m.

Next BOT Meeting: Wednesday, January 26, 2011

Respectfully submitted,

Taryn Wilgus Null, ASC Secretary