

# All Souls Church, Unitarian

## Board of Trustees

*Thursday, July 23, 2009*

Eaton Room

### **Board Members in Attendance**

Goldia Hodgdon  
Erika Landberg  
Josephine Nieves  
Taylar Nuevelle  
Fred Samuels  
Joneis Thomas  
Fred Tipson  
Elizabeth "Libby" Turpen

### **Absent Board Members**

Mary Rojas

### **Others in Attendance**

Cheranne Bennett (Nominating Committee)  
Kyla Bollens-Lund (Assistant Secretary)  
Ruth Eisenberg (Church Lawyer)  
Jody Feldman (Moderator)  
Louise Green (Minister of Social Justice)  
Barry Johnson (Treasurer)  
Eliza Klose (Secretary)  
Katie Loughary, (Executive Director)  
Mark Milano (Committee on Ministry)  
Andrew Miller (Assistant Treasurer)  
Lloyd Wright (Committee on Ministry)

### **Opening**

- Call to Order, Erika Landberg
- Louise Green lit the chalice and read an excerpt of Boethius from "Jewels of Light"
- Erika noted that we will try to abide by the Agenda to close on time and will add as new business our response to the July 20 letter from nine members of the congregation.
- Goldia Hodgdon passed around a paper saying she hoped everyone will co-facilitate a meeting on visioning with the congregation. A module packet for all to follow will be available in the volunteers' office.

### **Reports**

- Louise Green, Minister of Social Justice, the clergy person on site for this summer (See report): Louise spoke of some of the highlights of the experience such as

talking with the son of Rachel Davis, longtime member of the congregation who passed away this week. Also of event plans for the year ahead. She explained that ASC has not yet hired a new music director, but plans are for Tom Colohan and John Strang to continue to run the music program on an interim basis; with Tom organizing the music program and John directing the choir and playing the organ.

- Katie Loughary, Executive Director (See report): Financials are on track. In answer to a question, she noted that ASC had lost over \$8,000 on the Weekend on the Bay. We are trying to defer some of the cost to next year by asking Camp Tockwoh to let us to use some of the loss towards next year's event. We probably overestimated our numbers. Not as many people came at the last minute as had in the past. Board members registered its concern about the loss and requested that the Weekend Committee look into ways to avoid the loss next year. Joneis noted that perhaps fundraisers, such as the auction, and other events, such as the Weekend, may be successful only a certain number of times in a row.

We still have not found a new head of the Audit Committee. Mark Flood will come to the August meeting to report on the Investment Committee.

Taylor Nuevelle asked about the ASC's litigation insurance so far in regard to our policy limits. Fred Samuels said there was no word as yet on the costs.

- Barry Johnson, Treasurer (See report): Barry began his report by introducing Andrew Miller as candidate for the Assistant Treasurer position that had been held by David Reynolds, who moved to New York.

Goldia made a motion that Andrew be appointed. It was seconded by Fred Tipson. Andrew was appointed unanimously and briefly introduced himself.

### **Consent Agenda**

Erika said that the minutes for June 11 and June 19 had been scrutinized more carefully than usual, given the lawsuit. Taylor noted that according to the Bylaws any board member can table any item for discussion and she felt the minutes needed to be discussed (this was then clarified: the intent was to remove the minutes from the Consent Agenda so that they could be discussed). Fred Samuels noted for further clarification that Consent Agenda issues such as the minutes can be found in the ASC Policy Governance document, not in the Church Bylaws.

It was decided that the June 11 minutes should be rewritten to exclude the names of individual members of the congregation in the discussion parts of the minutes. Eliza agreed to do that and send the revised minutes to Assistant Secretary, Kyla Bollens-Lund. In addition, Taylor agreed that she would send her questions on

the June 19 meeting to Kyla who, together with Erika, would amend them so that both sets of minutes could be approved at the next BOT meeting.

Fred Tipson moved that we table approval of the two sets of minutes. Josephine Nieves seconded. The vote was seven ayes, with one abstention from Erika.

### **Follow up to June 19 Special Board Meeting**

The June 19 meeting was recorded and the BOT wants to make sure the recordings can be listened to by anyone who wishes to. Listening to the tapes requires three hours so we discussed when would be suitable, given the limited summer hours of the Church. We decided that the tapes would be available for review on Thursday, July 30 at 6:00 pm and on Sunday, August 2 after service. Taylor asked how we would advertise these times. It was agreed that they would be advertised in "Happenings," in "This Week," ASC's weekly Church program, and as a "Special Happenings" email notice.

A vote was taken and all voted aye except Taylor, who abstained.

Fred Samuels made a motion that no one be allowed to make copies of the recording in order to insure that the recording be limited to members of the Church. Fred Tipson seconded the motion and it passed unanimously.

Given the need to look at all of the ASC governance documents, the Board should appoint a small, representative group to review the bylaws and other documents and propose detailed language to deal with issues not covered by the current document. Fred Tipson moved that the board establish an Ad Hoc Governance Review Committee. Taylor seconded the motion.

#### Discussion on the motion:

The Ad Hoc Committee should report to the Board and should review our Bylaws and Policy Governance as well as other governance documents. We need to set up the group ASAP so it can start right away. How large should it be? A group of more than 8 seems unwieldy. This is a group appointed by the Board and it needs to be balanced. What does this mean? It has to represent all points of views. What is the timetable or process we have in mind? There are not many weeks until the Annual Meeting so we would need to set up the group by the August meeting of the BOT. Thoughtful nominations are necessary. If it must be approved by the August meeting, we need to be ready. Given the scope of work, can we do it by December? We would need to give the committee a specific charge and ask them to confer and decide whether they can complete the job in the proposed timeframe. We need to take feedback from everyone as to what is needed.

The Board voted on the motion that it establish such an Ad Hoc Committee. The motion passed unanimously.

Fred Samuels made a motion that the Church address the fact that our current Bylaws do not provide for the removal of a trustee. In order to do this we would have to call another congregational meeting. The motion arose from a study of other UUA congregations, which generally do include a policy in their bylaws regarding Board removal of one of its members. The motion as introduced by Fred was for a 2/3 vote by the Board to remove a member.

Discussion on the motion:

Barry Johnson said he had trouble with the idea of “without cause.” He could see the idea of two thirds vote “with cause,” but in the case of “without cause” perhaps we need a higher level of support for dismissal of a trustee. Libby Turpen noted that most congregations require a simple majority to dismiss a trustee.

Jody Feldman said we need to hold ourselves to a higher standard. We are giving ourselves a mechanism for silencing dissent and “I want to be part of a church that uses democratic process”. She said she would like to be in a Church that has a bylaw for removing someone, but not for so little explanation.

The lawyers on the board explained that “without cause” is a standard phrase, common out of necessity. If it is only “with cause” then cause must be proved often resulting in lawsuits and some sort of a trial. Both we want to avoid by allowing for without cause. Our threshold is high already; seven of the nine trustees must vote for removal. Others asked if we should go with a unanimous view, unanimous except for the person being dismissed.

Taylor asked why, if the Board is committed to a governance review committee, it is offering this motion?

Fred Samuels responded that he was offering it because we still need to have a set of bylaws that allows for the removal of a member of the BOT. He said he would entertain a friendly amendment to the motion.

Ruth Eisenberg, ASC lawyer, noted that the Board should avoid using the word “cause” because it is so difficult to deal with legally. It is impossible to define cause/no cause. The standard requirement for a nonprofit is a two-thirds vote. She said the motion offered a good amount of notice – 10 days – and that the support of seven of nine Board members is higher than what she typically sees in bylaws. She suggested the Board think about how high a bar it wanted to set.

Goldia noted that the BOT voted to have an ad hoc bylaws committee. This motion might be passed along to that committee to be included in the overall review. It doesn't say anything about timing.

Josephine agreed that the amendment has no timeframe, and also suggested that instead of a two-thirds majority, we would demand a unanimous vote of the trustees, except for the trustee asked to resign.

Fred Samuels said that in his research on the bylaws of other UUA congregational bylaws, some read with or without cause, some required a two-thirds to a simple majority. None were unanimous.

Ruth said the highest she has seen is 75% or a 2/3 majority, and she represents 200 501(c)3 organizations. If a board member is absent, your hands are tied. "Unanimous" makes it too hard to operate. It should be very difficult, but not impossible.

Josephine reminded everyone that this is a continuation of our earlier problem, the reason we had to call a congregational meeting. The board should be able to handle something like this; it should be possible to deal with an immediate emergency.

Additional observations: The Board cannot amend the bylaws, but it can propose an amendment to the congregation. It was noted that we want to foster different opinions, and not create a situation where one dissenter can hold the board hostage: we need the flexibility to allow us to act.

Josephine offered an amendment to the motion that seven out of nine members of the Board, or approximately 75% of the BOT, would be required for the removal of a board member.

The amendment Josephine offered passed on a vote of four "ayes," three abstentions and one "nay" and the motion was amended to read seven out of nine members.

The motion, as amended, was passed on a vote of seven "ayes" and one "nay."

Fred Samuels suggested the BOT put forward the motion at a congregational meeting on August 9. The meeting would be moderated by Jody Feldman.

Taylor said that August 9 reflected a short turnaround time and that the meeting will divide the congregation. She said she has received over 60 comments and some people have rescinded their pledges out of unhappiness with her situation.

Fred Tipson said Board members do not believe the situation can wait until December. It would not reflect the congregational views expressed at the June 19 meeting. It would not be responsible. We are doing what we think we have to do. He made a motion to call a congregational meeting on August 9. Josephine seconded it. The motion passed with a vote of seven "ayes" to one "nay."

On disciplining a trustee, Joneis Thomas pointed out that under governing style in Section 3, Letter C of the Policy Governance document, the board may take on itself the necessity to discipline a member of the board. Fred Tipson made the motion to suspend the disciplining motion the BOT passed at its June 11 meeting. Libby Turpen seconded it. The motion passed seven “ayes” to one abstention.

### **Short update on Strategic Goals Update and Governance Issues**

1. The Visioning process has been moving forward.
2. The CAPT committee to address the Capital Campaign will be co-chaired Tom Fox and Barbara Corprew. They are on the agenda for the August meeting of the BOT.
3. When Rob returns in the fall, the BOT will address the goals of the Multi Racial Multi- Cultural (MRMC) effort.

We are behind on some of these things because we have been consumed by other issues. We need to have measurable goals for each of the strategic initiatives and are planning to set them during the next few Board meetings.

### **New Business**

We need to respond to the letter of questions sent to the Board by nine members of the congregation on July 20, 2009. Erika asked BOT members to respond to those questions that “you feel you have something to say about.” Taylor noted that some of the questions only she could answer. Erika suggested that each member draft those answers they felt they could. The Board would then circulate the answers and create a final, coordinated response.

The meeting was adjourned at 9:30 pm.

Respectfully Submitted,  
Eliza K. Klose, Secretary