

Board of Trustees
Meeting Minutes

All Souls Church, Unitarian

January 27, 2015

7:00 p.m.

Trustees, Officers, and Staff in Attendance:

Peg Barratt, President
Chuck Dulaney, First Vice President
Anne Bradley, Second Vice President
Ken Ambrose, Trustee
Erin Boeke Burke, Board Secretary
Kysseleine Jean-Mary Cherestal, Trustee
Whitney Cooper, Trustee
Cledwyn Jones, Moderator
Laurie Lester, Membership Secretary
Kate Saylor, Trustee
John Strongman, Treasurer
Tracy Zorpette, Trustee
Leo Jones, Chief Program Officer
Katie Loughary, Executive Director
Susan Newman Moore, Acting Senior Minister

Also in attendance: None.

Not in attendance: Robert Hardies, Senior Minister; Vickie Lindsay, Trustee.

Call to order – Peg Barratt

Chalice lighting and reading – Anne Bradley

Minutes – (Peg Barratt) December minutes will be circulated as soon as prepared for edits; the Board will approve the December minutes at the February meeting.

Consent Agenda – Nothing on the agenda this month.

Governance Process – (Peg Barratt) Started by emphasizing that there are many issues that may be raised to the Board, that will best be addressed by Board referral to Committees of the Board and other Church committees. She also noted that under policy governance, overseeing the Budget and setting overall vision in line with with All Souls values is the role of the Board.

Annual Meeting Follow-up – (Chuck Dulaney) Started by agreeing with Peg that it is important to consider whether, under the All Souls policy governance framework, these are issues for the Board or fall under prevue of another group. He believes many of the concerns voiced during

and following the Annual meeting can be referred to committees. The Board then reviewed Chuck's list of key follow-up issues and his recommendations on where to address them.

1. [Endowment fund] – Will refer to the Finance or Investment committee, but this is an awareness issue for the Board.
2. [Legality of remote participation in Board meetings] The Board will need to consider this concern, as now that the Board has authority to formulate a policy, it will want to develop a policy consistent with DC law. As a next step, the Board will reach out to Lucia Savage as part of our research into applicable laws, as she raised the issue at the Annual meeting.
3. [Meeting was too long] Will refer to the Moderator in terms of planning next meeting. However, this is also an important lesson for Board, and we should carefully consider by-issue how we can communicate to the congregation most effectively.
- 4 and 5. [Charter school rental/ Intersection of All Souls rental policy and Church missions] All Souls staff will continue to work to balance such competing needs, as they review individual rental agreements. The Board will need to clarify with the staff to make sure that we are providing sufficient guidance on how to balance competing priorities, and that we rent in a way consistent with UU principles. This is likely to continue to be an issue of contention, especially as there will be more students in the charter school next year.

Anne Bradley reminded the Board that we need to be mindful of the financial implications if we don't rent to the charter school; Katie Loughary explained that most rental agreements – with the exception of the charter school – have very little impact of the overall church finances. Chuck pointed out that while we should consider overall Church rental policy, it is not the role of the Board to debate the merits of charter schools with congregants.

Kate Saylor asked whether the Board wanted to take a broader look at All Souls rental policy. Chuck noted that there was a lot of conversation about this topic as part of the Church of the Advent discussion, which examined the executive limitations document. The Board could start of review of whether we think the guidance in the executive limitations is sufficient. Laurie Lester recommended that the Board give the Congregation significant notice before such a conversation, as there is likely to be considerable interest. The Board will discuss protection of assets at next month's meeting, starting with a report from Katie Loughary on current practices and guidance.

6. [Accuracy of membership reports] Will refer to the Membership committee. The Board will ask the committee about how these concerns are being addressed at future Membership committee updates.
7. [UUA contributions] Will refer to finance committee.

Narrative Budget – (Ken Ambrose) Ken updated the Board on the Narrative Budget (NB) effort. This goal of the NB is to better communicate the connections between the All Souls vision and how we are invest our resources, than can be conveyed in a series of tables. It will

also attempt to give readers a sense of history, and put the budget in the context of changes at All Souls over the past decade. An initial draft NB was circulated a draft about a week ago – this was more of a straw man to solicit feedback from reviewers. They have received good feedback on the document itself. One of the greatest challenges is getting the right level of detail, balancing more information with overkill. He is looking forward to engaging the congregation in conversation about what we invest our resources in and how that reflects our values as a community.

Discussion: Katie Loughary will update the numbers and charts with more current (post-November) data before the NB goes live on the website. However, Ken noted that we want consistency with numbers shared with the Congregation at the Annual Meeting.

Tracy Zorpette had several questions about how the expenses by-ministry are calculated, and said that some of the spending levels seemed inconsistent with feedback she had received from the RE program. Given the power of such a visual, she emphasized the importance that the Board understand and be able to explain what these numbers signify and how they were developed, and feel comfortable that this is a fair representation. Katie Loughary does the majority of the allocations, based on staff hours as well as general allocations for overhead costs such as building operations. John Strongman volunteered for the Finance Committee review the allocations and methodology, then report back to the Board at the next meeting with a summary as well as recommendations. John volunteered to take any questions or concerns from the Board in advance of the Finance Committee meeting, and will invite the Board to the meeting. Peg Barratt agreed that the Finance Committee seemed the appropriate venue for digging into the details, and noted the importance of distinguishing between technical representations of how much we spend, with value-judgments of whether we are spending enough. John noted that there may be different messages that we can and want to send based on how we parse the data, and so there may be decisions along those lines for the Board to consider next month.

Board Retreat and Board Goals for 2016 – (Peg Barratt) Solicited Board input on what issues they think are most important to discuss at next month's Board retreat. Most of the issues were flagged as Board priorities for 2016, not Retreat topics.

Discussion:

Anne Bradley said that Safe Congregations should be “as high a priority as possible” in 2016. Katie Loughary noted that the Church had made significant progress in the past year and has plans to offer CPR lessons to staff, ushers, and the congregation more broadly; Rev. Newman agreed that the congregation is more prepared than most DC congregations, based on feedback from a recent DC training. However, there was still considerable Board concern about All Souls preparedness for an emergency during a service, particularly an active shooter. As opposed to discussing during the Board retreat, the Board will reach out to Safe Congregations for a status update, and reach out to the Welcoming Committee about re-populating the recently-diminished Safe Congregations committee with individuals involved in Ushers, Greeters, Coffee Hour, and RE. Tracy Zorpette volunteered to be the new Board representative to the committee.

Peg Barratt then raised the issue of membership. Chuck Dulaney urged the Board to think more deeply than just total numbers – he wants us to revisit the bylaws and think about what

membership means, including financial commitment and other expression of dedication to the congregation. Laurie Lester strongly agreed, and said that once the Membership Committee completes the transition to the new database, she wants to reach out to members who haven't made a contribution in recent years and ask them whether they still consider themselves All Souls members. She noted that there are 500 listed members who do not give to the church, and said we need to ask ourselves why that is the case. Chuck agreed that these are concerns for the Board as well as the Membership Committee. Cledwyn Jones noted the sensitivity in using monetary contributions in how we define or draw full membership – many members who give little or not at all are Young Souls with significant financial constraints. Kate Saylor added we need to consider how else we can measure and track congregational engagement besides just financial giving, e.g. participation in Church committees and ministries.

Ken Ambrose next raised the related concern of setting diversity goals in 2016, although this is also a Board topic for throughout 2016, not the Retreat. Leo Jones said he is working with Jenice View and other congregants on how to include diversity in the strategic plan. They will have an upcoming summit on the usefulness of different metrics in April, and Leo said it would be helpful to get Board input prior to that event.

Katie reminded the Board of concern about strong staffing for the finance, investment, and audit committees, with experienced individuals. The Board also needs to consider who will serve as its liaison to the Audit committee and Committee on Right Relations. For context, it was noted that All Souls is due to have our audit updated next year.

Cledwyn raised the possibility of a leadership development plan for Board members, potentially to include diversity and financial training.

Ken urged the Board to consider “what is next” as the Third Century Challenge winds down, including implications for the mortgage, and finances more generally. Katie added concerns about paying for ongoing and upcoming facility needs, such as the needed steeple-work. Laurie expressed concern about exhausting the congregation with continuous capital drives. Peg added that the Board should ask the Finance Committee to explore whether we need a contingency fund or similar.

Kysseline Jean-Mary Cherestal said the Board should work to develop a process to update the Governance document – this is a concern that has come up repeatedly, but due to the size of the challenge, has been deferred repeatedly. She emphasized the importance of developing an approach that does not try to do everything at once. Cledwyn said that the process should include a way to address “orphan documents”, or ad hoc modifications to the Governance document, including identifying, locating, and establishing the formal status of these different amendments. Ken suggested including a training on policy governance as part of the Board retreat; Chuck agreed and Katie recommended reaching out to Tom Fox and Barbara Corprew, both of who have provided policy governance training to other All Souls groups and for other UU congregations. Peg said she would try to add policy governance goals and training added to the retreat agenda.

Kate Saylor raised the question of Board representatives to different committees, which turned to questions about whether the Board has or needs a representative to the RE committee, and the difference between a Board representative and a staff liaison, in this case, Leo Jones. Khryssaline recalled that when she was on the RE committee, she often felt the group was “distant” from the rest of the Church, and volunteered to be the Board representative to the RE Committee to help maintain an open window of communication. Cledwyn noted that under policy governance, we don’t want to create unnecessary redundancies in programmatic oversight, but in some cases it makes sense a lot of sense given the mission of the group and the role of the Board. Peg cautioned against the Board getting too far into the weeds of program management, but acknowledged the importance of overall awareness and receiving regular updates as part of the staff report. Leo Jones offered to work with Dolores Miller to respond to any Board requests for additional information as part of the staff report. And if you have any questions or want more information about different things that are happening in RE, he would be happy to work with Dolores to get more info into the staff report. Katie and Cledwyn both emphasized the value of the Church Council meetings to observe ongoing church activities.

Finance Committee Nominations: (John Strongman) Introduced two individuals who contacted him about serving on the finance committee, who he is recommending to the Board: Bernard Mustafa and Jia Lynn Yang. They have different strengths in terms of their background and perspective for the committee. John also talked to Cheryl Grey about remaining on the committee to provide continuity, and she said she would be willing to serve for one year.

Motion by Chuck Dulaney, to approve the slate as proposed by John Strongman: Bernard Mustafa, Jia Lynn Yang, Cheryl Grey. **Second** by Whitney Cooper and Kate Saylor). **Question** from Katie regarding the length of terms: John expressed a preference for staggered terms, and Cheryl would only serve for one year, but Bernard and Jia Lynn would both be new. John said he would like to have until next month’s Board meeting to develop a recommendation. **Vote:** Unanimous in favor, the motion passes.

Ken Ambrose volunteered to be the Board liaison to the Finance Committee.

Investment Committee – (Peg Barratt) Anne Bradley volunteered to be the Board liaison to the Investment committee. Andrew (the Committee chair) will continue to work on recruiting one more member to fill a vacant slot, and develop a transition plan as the two continuing members are both in their final year. John Strongman solicited suggestions from the Board for candidates with knowledge of portfolio management.

Goals – (Cledwyn Jones) He is still working with Erika Landberg to compile 2015 goals data; this will be available prior to the February Board retreat. The Goals Committee will work closely with the Board, as the Board has a role in laying out a vision for All Souls. Cledwyn mentioned the importance of Board input, and noted that two trustees (Anne Bradley and Ken Ambrose) had volunteered at the December Board meeting to join the committee. Peg Barratt noted that the policy governance document also includes a Goals Implementation Team involving trustees, lay leaders, and others, and said that we need to establish a process to have all three parts of the church come together as a shared ministry around our goals, potentially quarterly.

Other Monitoring –

Staff Report: Most items were identified in the staff report document. Additionally:

Rev. Newman: Highlighted the clergy who have invited to preach during Rob's sabbatical, including Rev. Robert Kiefland (our own), and Leo Jones. The Pastoral Care committee will launch a support group for family members of individuals with Alzheimer's.

Katie Loughary:

- Explained that the warrantee items list was finished on Friday so the recent renovation is now complete. That said, the net on the steeple will be going up as soon as the snow clears and they can get in to work. She also provided more details on an "incredible" offer we have received from a nonprofit: the organization will install solar panels on our roof, and we will be able to use the power for 20 years for no cost. The organization has extensive resources, and is looking to establish such agreements with various nonprofits. The contract is still under development, but the organization has been to see our situation and roof, and still wants to move forward. The engineer has submitted our application to the city for our stormwater credit, which will reduce our tax burden due to the tax credits. Eventually, we should be able to sell those credits on the market, further increasing the financial benefit to All Souls. We also have the potential to install additional stormwater retention tanks in the playground area, yielding additional credits.
- The charter school wants to increase the number of student on-site for the 2016-2017 school year, so Katie is working on that contract and pricing. There will be time to discuss that and other potential rental agreements with other church stakeholders.
- Katie spoke to Church of the Advent (CoA), and explained the Board's December decision to terminate the rental agreement between All Souls and CoA once they are able to find a suitable alternative space. They have started looking, but our relationship with Coa has remained positive.
- An All Souls loan with Open Door Housing defaulted earlier that day. The \$28,000 loan had been outstanding for over 10 years; Open Door submitted a check to All Souls that day bringing their repayment rate up to 29.9% of the loan. It is unclear that we will recover any additional amounts. The loan had helped expand housing in the area, but over time, Open Door had expanded their efforts geographically away from All Souls.

Leo Jones: The Beckner Fund received applications from eleven organizations, and the committee will be working to whittle down and hopefully announce all awards by May 1.

Announcements: Cledwyn Jones: The Church Council meeting has been rescheduled.

Self Evaluation:

The meeting adjourned at 8:59 p.m.

Respectfully submitted,

Erin Boeke Burke, Board Secretary