

Board of Trustees
Meeting Minutes

All Souls Church, Unitarian
December 14, 2016

Trustees, Officers and Staff in Attendance:

Chuck Dulaney, Board President
Anne Bradley, Vice President
Russell Cross, Vice President
Ken Ambrose, Trustee
Peg Barratt, Trustee
Patricia Lambert, Trustee
Thurman (Tim) Rhodes, Trustee
Georgia Yuan, Trustee
Tracy Zorpette, Trustee
Valerie Briggs, Board Secretary
Cledwyn Jones, Parliamentarian
Laurie Lester, Membership Secretary
John Strongman, Treasurer
Rev. Rob Hardies, Senior Minister
Katie Loughary, Executive Director

Others in Attendance: Allison Ralph

The All Souls Church Bi-laws require that the Board Secretary call to order the first Board meeting and preside over the election of officers, after which the new officers preside over the remainder of the meeting. As the meeting opened, Valerie Briggs, Board Secretary was participating by phone due to illness. Discussion ensued about the ability of Board members or others with a material role to participate remotely. Cledwyn Jones, Parliamentarian, advised that since the church has not put policies in place to allow for remote participation, any actions conducted by remote participants, may not be considered legal under a court of law. He referred to Robert's Rules of Order, which states that rules must be put in place to enable any procedural action. Otherwise such action is not permissible. Ken Ambrose agreed. Following other discussion about ways to proceed, Valerie decided to come to the church to conduct her formal responsibilities.

Chalice Lighting and Words:

"In working together to serve All Souls Church, the Trustees and Church Officers covenant to work to build personal bonds with each other to enrich themselves and enhance the Board process."

DISCUSSION PRIOR TO OFFICIAL OPENING OF THE MEETING

By Motion, this discussion is incorporated into the official minutes.

Peg Barratt suggested discussion of the elections. Chuck Dulaney explained that the previous Board

leadership had decided to wait to hold the first meeting until 11 days after the annual meeting to allow the new Board members to meet one another before electing leadership.

Chuck expressed his excitement about the new Board and volunteered to serve as the new President. He also asked for Anne Bradley to serve as Vice President and noted that he and Anne have worked together for a long time and have both served as Presidents of the Boards of other churches in the past. He noted that All Souls has many challenges at this time. Upon Peg's request, Chuck provided more information about his history. He has worked in education, including in some very politically charged roles. He noted that the church's work is different, but the skills are similar in terms of working with people who have different viewpoints. Chuck now asked if others had things to add to that. Others expressed support for Chuck noting his experience working in church and non-church settings and his previous wise leadership on the Board.

Chuck asked if members would accept Anne as a VP and indicated that it would be good to have a second VP from among the new members to promote continuity of Board leadership in future years. Others agreed to Anne's nomination. Russell Cross agreed to step forward into second VP role. Discussion ensued about the appropriateness of an all white leadership team for the second year in a row.

- Tim Rhodes, noted that diversity comes in many forms and indicated that he would not be able to serve in one of the leadership roles due to work commitments.
- Russell noted that he would probably not be able to serve as President in future due to his work commitments.
- Chuck stated that the next President does not have to have served as a Vice President previously.
- Cledwyn Jones reinforced that all BOT members are equals, and all have the power and responsibility to make sure that concerns are heard, even though the leadership team has the role of setting agendas.
- Members noted that the Personnel Committee has some additional power. However even reports of the senior staff come back to the whole Board for action.
- Georgia Yuan expressed solidarity with Tim's statement about diversity. She noted the importance of all members understanding and bringing forth others' stories. She also noted the importance of the visual affirmation of a leadership team of varied backgrounds, but that little could be done in this case as the Board itself lacks many members of color, and those members are not able to serve in the leadership roles at this time.
- Other members expressed gratitude for the discussion of diversity and also expressed inability to serve in leadership roles at this time.
- One member expressed stronger views and concerns, noting the peril of one community (traditionally white men) making decisions that disproportionately affect another community, often women of color. He expressed concern that individuals of color are underappreciated and undervalued in the church in general, particularly in the church leadership. He noted that the Leadership Development and Nominating Committee had put effort into finding candidates from diverse backgrounds, but noted that overall, more needed to be done throughout the church to reinforce a commitment to diversity and attract and empower people of color.
- Other members noted that three African American women had just rotated off of the Board and as a result there were no African-American women on the Board in 2017.
- Other members noted need to understand the underlying issue and not to focus solely on color in attracting diversity to the church leadership.

- Members noted the sensitivity of and appreciation for the discussion.

At 7:49 Valerie arrived and called the meeting to order.

ELECTION OF BOARD OFFICERS

Valerie called for the election of Board officers.

Motion: Peg moved to elect Chuck Dulaney as President and Anne Bradley and Russell Cross as Vice Presidents. Ken Ambrose seconded.

Motion: Tim moved to include the previous conversation about diversity be included in the minutes. Peg seconded.

Vote: Valerie called the vote on the amendment. No dissent. Motion Passed.

Vote: Valerie called the vote on the original motion. No dissent. Motion Passed.

Valerie formally ended this portion of the meeting, and turned the meeting over to Chuck.

Motion: Chuck requested a motion to authorize Allison Ralph as Assistant Secretary for this meeting. Russell moved, Patricia Lambert seconded. No discussion,
Vote: Motion passed.

Chuck asked to go to Peg's portion of the agenda.

APPROVAL OF MINUTES

Minutes from the October and November meeting were discussed but not approved.

MONITORING: REPORTS FROM COMMITTEES AND PROGRAMS

The report from annual meeting was discussed. Notes from individual Board members were shared electronically and posted on the Board's Google Drive to ensure complete capturing of all of the issues raised. Members noted that many of the issues raised are not Board issues, but the Board has a responsibility to make sure the issues are reported to the appropriate church committees. The committee discussed other issues that they heard that may not have been adequately captured in the notes circulated:

- Insufficient notice for the budget meeting.
- Interest expressed in a church newsletter. There used to be one circulated by regular mail.

GOVERNANCE PROCESS: FINANCE

Update of the Narrative Budget Development – Ken Ambrose

Over the last 18 months the Executive Team, Board and Finance Committee have been discussing ways to make the church budgeting process more transparent to the congregation and encourage participation in its development. A narrative budget has been developed to show how the budget reflects the values and challenges of the church and the impact of donations. The version discussed included pictures. The following points were raised:

- The current version shows what the church has supported in the past. It's also important to reflect current challenges, so that this becomes a tool to help address those challenges. The better we can represent our challenges, the better we can work together to solve them.
- One member asked whether building expenses are included in the pie chart graphic. The answer was yes, building expenses and salaries are allocated to the missions and programs of the church, rather than shown as separate expenses. The questioner noted that this representation hides the stress placed on the church programs by the mortgage. Ken pointed out that there are multiple pie charts showing different representations and said that he is open to adding others. Chuck suggested including both charts along with additional explanations.
- One member felt the narrative painted too positive a picture of the finances, without representing all needs, noting the crumbling paint in the sanctuary. He suggested that expressing additional needs is important if we want to raise funds to address those needs. Another member suggested caution saying that the church is not failing or destitute so we don't want to present a budget that suggests such. A third member noted that the purpose of the document should govern how it is presented. She questioned whether its primary purpose is fundraising or accountability. Ken asked the participants to send specific ideas to he and John about how to represent their concerns within the document. Chuck thanked the commenters and noted that perhaps the document does not hit hard enough and needs to show more explicitly the significant costs of the building and staff. He went on to say that the new member class may be an important audience. They may want to see this budget before committing to join and pledge.
- Another member expressed support for being clear about the story that the Board wants to tell through this document. She also questioned the percent of the budget allocated to religious education on one of the charts (20%). She asked about the methodology used to calculate this percent and asked whether staff actually tracked their hours or if certain staff members' time was allocated in whole or part to programs by formula. John Strongman noted that the Finance Committee had been involved in the allocation process last March after which time this budget narrative was turned over to other committees and not returned to the Finance Committee for input. He said that he was also unsure how the final numbers were generated.
- Chuck encouraged use of the document, potentially at the church annual meetings along with the line item budget. He suggested eliminating the first pie chart and having additional discussion of the issue raised with regard to how the allocations were made. Others expressed agreement with additional discussion of the allocation methodology as well as interest in getting the information into use.
- One member suggested using bar charts instead of pie charts to express information and create interactivity with an electronic document allowing members to click on sections of the chart to get more information. He suggested that the document serves as a dashboard for church spending and programs. Cledwyn Jones noted that the Goals Committee has several new members with skills and competencies that may be able to help make this document into more of a dashboard.
- Chuck reiterated his encouragement to provide feedback, address the question of methodology, and get the document into use quickly minus the first pie chart.
- Ken asked for any additional questions.
- One member asked whether a \$6 million endowment is appropriate for a church our size, noting that it seems small. He noted that it is what it is, but that the church needs to continue to focus on raising this. John asked him to clarify his concerns. The member noted that he doesn't want All Souls to get into boom and bust cycles with the budget based on annual giving alone.

- Ken suggested releasing the document during generosity campaign season.
- One member asked about a particular sentence with which she disagreed and referred to the public goals listed on the church website. Another participant noted that these goals are old. Chuck stated that the Board is tasked with working with the Senior Minister to create one and five year plans for the church, which will create new goals to replace those currently listed. Others expressed support for this.
- Rev. Hardies expressed support for the document noting that a presentation of the budget that shows alignment with church values is really positive.
- John noted that the document will be presented with the Board President's and Senior Minister's signatures – supporting the notion of shared ministry. He also noted that the information presented in the budget are de facto goals.
- Another member noted that goals developed and approved in the past remain in action until replaced. He suggested striking the offending sentence from the document and not tying the document to the church goals, instead saying “here are some of the things we're doing now.”
- One member suggested including an aspiration for a full to social justice minister.
- Chuck and Ken reiterated the request to send updates and ideas to Ken.
- One participant asked whether the document will be put on the website as a pdf file and when. The answer was yes, but the timeline depends on how quickly it can be finalized and approved.
- Some members suggested putting the document out soon as an iterative or initial version to be refined based on inputs. Some suggested that a refined version should be ready for generosity season.
- Chuck closed the discussion saying, “let's push it out.”

Motion to use \$190,000 to pay loan down -- John Strongman

John stated that the church presently has \$190,000 in cash in hand from unrestricted bequests that would normally have been distributed to endowment. The Board may opt to use these funds this year to pay down the pending mortgage, given the financial burden expected from this mortgage and desirability of reducing its size prior to creation of the mortgage in March 2017. He went on to say that new policies on unrestricted bequests allow this.

Motion: Peg Barratt made a motion that board authorize Katie Loughary to use cash in hand from bequests and pay down mortgage. Tim Rhodes seconded.

Discussion: Chuck noted that the new policy on bequests designates at least 50% of those bequests go to the mortgage or capital needs of the church and that the current motion is that 100% of funds from the current unrestricted bequests go to paying down the mortgage.

Vote: PASSED WITH NO DISSENT

MONITORING: REPORTS FROM EXECUTIVE TEAM

Presentation on 2017 1-year strategic plan – Rev. Rob Hardies (20 min)

Rev Hardies explained that he creates an annual 1-year plan that is normally ready in September but is late this year because of his sabbatical. He noted that the document provided this month has only minor updates from the one reviewed last month. One addition is the theme of sanctuary, which reflects a new focus of his thoughts. The document is intended to reflect priorities and accountability for each. He noted the importance of the bicentennial (5- year) goals and the sections on finance and building

expenses. He asked for comments on the document.

- One member asked if items on the list are those that Rev. Hardies thinks will be particularly difficult. The answer was yes, particularly the financial challenges with the assumption of the mortgage this year. Rev. Hardies went on to say that he is excited about the progress on the gift policy and the vote taken this evening regarding use of funds from bequests, noting that this will allow additional funds to be devoted to programs or other priorities.
- One member asked for clarification that “proximo” refers to “next steps”. Confirmed.
- One member asked about programming in response to the national election. Rev. Hardies noted that the election deeply affects our congregation and ministry. There are a number of ways the church is responding. Last week a group was started to support federal employees wondering about the future of their work. Rev. Parker is developing a course with Michael Milano on spiritual grounding in dangerous times.
- One member expressed concern with the Adult Spiritual Development Committee, noting that it has not had active lay leadership nor support from church staff so has not been effective in supporting its mission. She suggested that support from a staff member with ministerial background would be more appropriate to its mission. Rev. Hardies said in responses that this is an area of understaffing that is not likely to change in the near future under the current funding challenges. He noted that covenant groups also fall under this area of responsibility and continue to expand in response to interest. He noted that he and Rev. Parker work with Gary Penn, the staff assigned to support this group. The original questioner also asked about the responsibilities with which Mr. Penn is charged with respect to this group. Rev. Hardies noted that Mr. Penn is responsible with taking some initiative with respect to the committee but not for developing or guiding its vision.
- Cledwyn noted that the Church Council is working on developing a group of spiritual development leaders within the church, which may be able to help. He noted that they could use support with this development effort.
- Another member noted that this seems like a crucial piece of the beloved community.
- One member noted that “dependent on funding” is listed only once, but could probably be used in many places in the document. He went on to say that a priority is working with Rev. Hardies in developing a five year plan, perhaps starting in February. Rev. Hardies concurred noting that the church has been operating on dated goals and needs to move forward this year. He noted that this is an interim year.
- One member questioned the sanctuary church designation, noting a similar designation in the 1980’s raising questions about whether the church’s role in this respect would be interim or ongoing. He asked how Rev. Hardies views this. Rev. Hardies stated that they are still trying to work this out. It could be similar to the refugee support ministry. The church is working with Lutheran Family Services to provide support to a refugee family for one year. Such services don’t exist yet for sanctuary situations, so he and other religious leaders are trying to figure out a plan. He would like to partner with other neighborhood organizations to each provide different services, like a web of services. Any strategy will have to come to the Board for approval.
- Chuck asked Rev. Hardies to work with him on a retreat agenda.
- Peg Barratt asked three large constituency groups be considered in planning the retreat:
 - Children and their families – the church has over 350 kids, with their families comprising perhaps 700 individuals
 - Young Souls

- The Vespers community
- Cledwyn noted that the Goals Committee has been considering these groups.
- A new member asked for further information about the goals committee. Cledwyn responded that it is a group led by Erika Landberg and him. They struggled last year and would like more support from Trustees. Peg Barratt noted that it is considered a shared ministry. Chuck stated that the intention is to tie together the work of the Goals Committee that Cledwyn and Erika have been leading with the work of the Board in strategic planning.
- One member asked about the funding section of the document. Rev. Hardies noted that one desire is for additional pastoral support, perhaps from an intern or another minister. However, no plan has been determined.
- One member asked whether there is any focused placed on challenges to women and any association with the womens' march on Washington. Rev. Hardies noted that prominent women will be speaking from the pulpit that week and the church is hosting a teach in, but isn't officially associated with that or other events. The church is limited to that of host.
- One member returned to the discussion of the ASD Committee. He felt that the current times call Unitarians to spiritual reflection and moral action. The ASD Committee has an important role in that. He also suggested the Board has a greater role in helping congregants connect to prophetic action. Rev Hardies referred to the role of All Souls' social justice program in doing this. He noted that 200 individuals, representing one quarter of the church membership have been involved in the Reeb Voting Rights project. Another example is a workshop at the church this weekend examining what solidarity looks like under the new administration. Part of that is asking how the church can support efforts to resist actions that are contrary to our shared values. The original commenter indicated that their may be a further role for the church in helping connect those who are doing direct action outside of official church activities. Another participant noted that the Young Souls has established a mechanism for this.
- Chuck closed this part of the discussion.

Monthly budget update – Katie Loughary – Referred to written report. No discussion.

Monthly report on ministry – Rev. Rob Hardies – Referred to written report. No discussion.

Monthly report on administration – Katie Loughary - Provided updates on possible rentals and solar panels.

GOVERNANCE PROCESS:

Proposed Governance Committee -- Tracy Zorpette and Chuck Dulaney

This was a follow-up item from the Board's discussion in November of a proposal for a Board Committee on Governance. This new committee would spearhead clarification of Policy Governance language on the Executive Limitations Reports, review Executive Limitations reports before they come to the Board, and train new Board members in Policy governance. Draft language is available on the Board Google Drive. A Board vote is expected when ready. Chuck asked that further discussion be postponed to the January meeting. He asked participants to send feedback to Tracy.

Additional Discussion

One participant asked for the church staff to print the board policy binder for all members for the next meeting.

One member asked where to find additional information about the Beckner and Shively funds. Another responded that a summary is in the Board member binders and addition information is available on the Google drive. Another participant noted that the audit committee also provides a report each year on the expenditure of funds and alignment with the governing policies.

CONSENT AGENDA — Katie Loughary

Chuck Dulaney requested approval of the consent agenda which contained two items. The first item was Katie Loughary's requested authorization to sign for distribution from the Louis Williams estate. The second item was approval of The Beckner Committee recommendation of two grants: one for \$1,600 to the 8th Principle Task Force to fund 10 scholarships and one to All Souls Black Souls for \$5,350 to capture the oral histories of at least 40 long-time African American members of All Souls. **Motion:** Moved by Ken Ambrose. Second by Georgia Yuan. **Vote passed with no dissent.**

Additional Discussion

Chuck thanked the members for a good discussion and asked for any other questions or discussion items.

One member asked about the timing of the proposed Board retreat. Chuck answered that he and Rev. Hardies need to determine this. Katie asked for clarification of whether there would be one or two retreats – one for training and one for goals discussion.

Ken asked the new members to direct questions about the Google site or other issues related to communication technology to him.

One new member asked for clarification of the Board's responsibilities for committees, both committees of the Board and others for which the Board has a role. Some members noted that there are both standing committees and ad hoc committees for which the Board may have a role. Chuck referred to the terms of reference included in the binders.

The Board members presented Peg Barratt with a small gift and card as thanks for her service as outgoing President of the Board.

Ken Ambrose moved to adjourn the meeting. Peg Barratt seconded. Meeting concluded.