

**March 1, 2017 (February) - All Souls Board of Trustees
Minutes of Meeting**

Called to order at 7:00pm by President Chuck Dulaney

Attending:

Katie Loughary, Executive Director
Rev. Rob Hardies, Senior Minister
Chuck Dulaney, President
Anne Bradley, Vice President
Russell Cross, Vice President
Tim Rhodes, Trustee
Tracy Zorpette, Trustee
Patricia Lambert, Trustee
Georgia Yuan, Trustee
Peg Barrett, Trustee
Ken Ambrose, Trustee (participating remotely)
John Strongman, Treasurer

Also in attendance: Jean Hubert, Audit Committee;
Greg Smith, Laurie Ensworth, Refugee Support Initiative

Chalice Lighting and Reflection on the ASCU Mission and Vision Statements Led By Rev. Rob.

Rob reported that he recently devoted a staff retreat to consideration of an alternative mission statement that might improve the focus and alignment of staff efforts. Rob's thinking has been centered around the words "beloved community" which we incorporate into every Sunday service. Rob shared a story about Dr. Martin Luther King and the beloved community in which Dr. King used the words to describe what he saw at the Birmingham Alabama airport following the march on Selma when he saw people working together that don't look the same and don't have the same background but work together to build community around a common purpose. Rob then asked attendees at the meeting to think about and share what they see in their mind when considering the words "beloved community". He then asked everyone to read together the alternative mission statement: "The mission of All Souls Church is to embody, equip and build the Beloved Community in our church and in the world."

Agenda Items

1. The Meeting Agenda was revised and approved by unanimous vote as follows:

- Item 10 (Policy on Remote Participation) was moved to 2
- Item 7 (Recommendation From Audit Committee) was moved to 3
- Item 5 (Sponsorship of an asylum seeker) was moved to 4

2. Recommendation on Draft Policy On Remote Participation

A proposed draft policy on remote participation that was distributed the week prior to the meeting was discussed. Discussion focused upon what might happen when people go over the proposed limit of 3 per year. It was noted that the Board might choose not to allow future remote participation if the limit is exceeded and the draft policy was revised to include that possibility. Following discussion the proposed policy was approved by unanimous vote.

3. Audit Committee Recommendation regarding Audit firm selection

John Strongman, Treasurer, described the process that has been undertaken by the audit committee as they

have worked to develop a recommendation for a company that would perform a financial audit during 2017. He explained that the original plan (as has been done over the past six years) was to have a full audit performed in 2017 followed by an annual review in 2018 and 2019. However the audit committee also considered the option of doing a full audit each of the next three years.

Jean Hubert, a member of the audit committee, explained the committee's belief that three audits would be the best value for the church and that it is the recommendation from the audit committee to accept a proposal for three audits. Katie Loughary estimated that in addition to the cost of the contract for the audits, the Board could expect an additional \$5,000 per year in expenses for bookkeeping and related services, and could expect that more staff time will need to be dedicated to preparation for each of the three audits.

John Strongman noted that if the Board approved the Audit Committee recommendation for three audits that it would only be for this next three year time period and stated his support for the recommendation given the size and complexity of our church's financial operation.

The Board unanimously approved a motion to accept the recommendation of the Audit Committee for annual audits for the next three years and to direct Katie to move forward with a contract with Citron Cooperman as the audit firm.

4. Proposed sponsorship of an asylum-seeker from Nigeria by All Souls Church

Laurie Ensworth and Greg Smith, leaders of the ASCU Refugee Support Initiative made a presentation in which they described the recent efforts of the Initiative. They stated that our partnership with Lutheran Social Services through which we hope to sponsor a refugee family has been complicated by the recent White House travel ban and that we are at least five or six months away from any possible placement. In the meantime, the Initiative has considered a request forwarded to them by Rev. Hardies. Reverend Karla Brockie, pastor of the Granite Peak Unitarian Universalist Congregation in Prescott, Arizona, wrote to Reverend Hardies seeking assistance for Kizito Ahamefule Obialom, a Nigerian asylum seeker who has found temporary refuge at Granite Peak UUC. Rev. Brockie has been hosting Kizito, and Granite Peak UUC has been providing him with basic financial support. Kizito would like to move to a community that is more progressive and diverse than Prescott, that has a sizable Nigerian community, and that offers more opportunities for training and employment. During the presentation it was noted that while support of an asylum-seeker is not part of the current mission of the Initiative, it does prove an opportunity for us to help that is very close to the mission.

Rev. Hardies explained that while many of the details of what might be needed to support Kizito's move to Washington are unclear, he and Rev. Keithan are supporting the request and that there is \$10,000 left in the social justice budget that could be used if needed. Rev. Hardies is also considering asking for a special collection on a Sunday to get the rest of the funds that may be needed. The special collection would be for Refugee efforts. Greg and Laurie stated that the request had been discussed with a Sunday meeting of members of the Support Initiative and that RSI members supported the request and several volunteers have already stepped forward to work on housing and legal representation issues.

A variety of issues and concerns were subsequently discussed by the Board. They included the following:

- a. If the church commits significant funding to support of Kizito will it limit our ability to later support a refugee family as originally intended.
- b. Are there issues of legal exposure for the church and have we sufficiently vetted Kizito and his history.
- c. Why has the Initiative changed its mission from its original purpose when the original purpose was so well thought out?
- d. How confident are members of the committee in their recommendation to proceed?
- e. The decision to support the request feels rushed. Why is it important to act quickly?

All of the trustees shared their reactions to the proposal with several indicating they felt rushed and others indicating that they did not feel comfortable without additional information. Several trustees also stated that they felt that support for the request was appropriate and consistent with the church's mission. The discussion concluded with Greg asking Board members to communicate via Rev. Hardies any specific concerns or questions

about the Initiative's belief that ASCU should move forward with supporting Kizito. After the Board meeting additional discussion will take place between members of the Initiative and Rev. Hardies and Rev. Keithan on how to address Board questions and concerns.

5. Approval of Minutes from January meeting

A motion to approve the January and February Minutes as distributed prior to the meeting was unanimously approved.

6. Appointments To Board Committees

The following appointments were unanimously approved:

- a. Appointment of Cheryl Gray to the Finance Committee
- b. Appointment of Goldia Hodgdon, Shirley Blakely, and Bob Jayes to vacancies on the Committee on Right Relations

7. Finance Committee Recommendation regarding Mortgage

John Strongman reported on discussion within the Finance Committee regarding options for paying down our construction loan to the level of \$2.5 million prior to conversion of that loan to a thirty year mortgage (with a ten year balloon payment) at the end of March 2017. The Finance Committee recommended the following motion: "The Finance Committee recommends to the Board that it give authority to the Executive Director for an advance to the extent needed of up to \$200,000 from operating cash funds to bring down the line of credit to \$2.5 million by the end of March when it will be converted into a mortgage. The advance to be repaid by TCC funds as they continue to be received thereafter".

Following discussion about recent gifts to the capital campaign and the adequacy of the proposed \$200,000 limit, the Finance Committee's recommendation was modified and a motion was made to authorize the Executive Director use whatever operating cash funding or operating reserves are needed to reach the \$2.5 million goal prior to conversion to the mortgage. The motion was unanimously approved.

8. Governance Committee Report

Members of the Governance Committee gave a short update on recent discussion held with David Pyle, a UUA consultant on governance issues. The committee proposed that ASCU Board and staff work with David Pyle in a review of governance structure and staffing. After discussion in which concerns were raised regarding the time commitments involved in such a review, it was requested that the committee ask David Pyle to write up a proposal including time expectations of the Board and Staff in the form of a Memorandum of Understanding. Such an MOU could then be placed on a future Board agenda for further discussion.

9. Closing reflection on Board Trustees and Officers Covenant

Prior to ending the meeting, the Board President asked all present to consider the following item from the Trustees' and Officers' Covenant in the Policy Governance Framework: "In working together to serve All Souls Church, the Trustees and Church Officers covenant to: 1. Work to build personal bonds with each other to enrich themselves and enhance the Board process." During a short discussion, several examples were shared of how that covenantal statement had been put into practice during the month preceding the meeting. The President indicated his intent to place similar discussions of the covenant on the agenda of future meetings.

The meeting was adjourned at 9:35 p.m.

NEXT MEETING DATES:

March 4, 2017 Board Work Session

March 29, 2017 Regular Board Meeting

Attachment:

Policy On Remote Participation in ASCU Board Meetings

Approved March 1, 2017

While Item #11 under Section C. Trustees and Officers Covenant calls on the ASCU Board of Trustees members and officers to “Engage in direct, face-to- face conversation with one another and with the Executive Team and other Staff, giving constructive feedback to each other”, the Board recognizes that on occasion a Trustee or Officer may be prevented from attending a meeting in person. In this situation the Trustee or Officer not in attendance is encouraged to participate in the meeting remotely, using whatever technology is available to the church. Remote participation will be governed by the following rules:

1. Remote participation will comply with D.C. Code Sections 29-406.20 and 29-406.21. Specifically, D.C. Code 29-406.20 states that “the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting.”
2. Remote participation is viewed by the Board as less desirable and less conducive to productive collaboration than face-to-face participation and therefore trustees and officers are asked to rely upon remote participation as little as possible. If a trustee or officer needs to rely upon remote participation more than three times during a calendar year, that trustee or officer will request permission from the Board and explain to the other trustees and officers why permission is requested. The Board may vote to not allow further remote participation by that trustee or officer.
3. Since D.C. Code specifies that a director participating in a meeting remotely shall be considered to be present in person at the meeting, trustees participating remotely may vote as if they were present in person.
4. If a trustee or officer is participating remotely, the President of the Board (or whoever is in charge of conducting the meeting) will remind all participants about that remote participation and monitor discussion in a way that allows clearly understandable remote participation.
5. In special circumstances, it may be necessary to take action as a Board of Trustees using only remote participation (e.g. a conference call). In such situations the Board will comply with D.C. Code 29-406.21 which states that “action required or permitted by this chapter to be taken by the board of directors may be taken without a meeting if each director signs a consent in the form of a record describing the action to be taken and delivers it to the nonprofit corporation.” This written consent may be in the form of an email to the President of the Board.