

December 2018 minutes

Regular Meeting of the All Souls Church Board of Trustees (Dec 10, 2018)

Present

Board of Trustees

Tim Rhodes (12/2019)
 Libbie Buchele (12/2021)
 Tehani Collazo (12/2021)
 Cheryl Gray (12/2019)
 Robert Jayes (12/2020)
 Erika Landberg (12/2019)
 Nadine Ramos (12/2021)
 John Schuettinger (12/2020)
 Esther Strongman (12/2020)

Officers of the Church

Mark Regulinski, Treasurer (12/2019)
 Carrie Davidson, Secretary (12/2019)

Staff

Rev. Rob Hardies, Senior Minister
 Rachel Pfeffer, Interim Executive Director

Absent

Officers of the Church

Jennifer Bruneau, Membership Secretary (12/2019)
 Mike Hill, Moderator (12/2019)
 Erika Loke, Assistant Secretary (12/2019)

Others Present

Carolyn Davies, Church Member
 Jalisa Whitley, Beckner Fund Program Manager

Agenda	Topic	Discussion	Decisions Made
1.	Convening of Meeting	<p>Carrie Davidson, Secretary, called the meeting to order consistent with Article VIII, Section 2 of the church bylaws. Everyone was invited to introduce themselves, including how long they'd been a member of the church and past involvement with the church.</p> <p>Tim Rhodes, President - Tim joined All Souls in 1982. In the early 1980's, Tim served on the Board of Trustees as an Assistant Secretary and Secretary. He left ASC for a while and returned in the early 2000's. He is currently active in the music program. He is looking forward to retirement in Aug 2019 as a district judge.</p> <p>Bob James, Trustee - Bob has been a member since 2011, He sings in the Jubilee Choir and is a hospice and palliative care physician. He and his wife welcomed their first grandson this year.</p> <p>Tehani Callazo, Trustee - Tehani has been an ASC member since 2010. She has served on various committees, including Beckner, Religious Education, and the Committee on Ministry. She oversees early childhood education for DC Public Schools.</p> <p>John Schuettinger, Trustee - John has been a member since _____. He has served on the Lunch and Religious Education Committees and helped organize the Pirate Auction. He and his wife Danielle have 2 boys, aged 3 and 6. He is an analyst for federal insurance programs.</p> <p>Nadine Ramos, Trustee - Nadine has been a member since 2011. She has been a Worship Associate and is an active member of ADORE, A Dialogue on Race and Ethnicity. She is a veterinarian and works at the FDA reviewing applications for diagnostic instruments.</p> <p>Cheryl Gray, Trustee - Cheryl has been a member since 2010. She was the ASC Treasurer from 2011-2015. She has been a member of the choir since 2010 and is active in her Covenant Group. She recently retired from the World Bank after 35 years of service and continues.</p> <p>Erika Landberg, Trustee - Erika has been an ASC member since 1988. This is her third stint on the board. She served in the 1990's and was Board President from 2009 and 2010. She is active in ASC's music ministry and was the ASC Moderator for 4 years.</p> <p>Carrie Davidson, Secretary - Carrie has been an ASC member since 2007. Previously, she served on the Nominating Committee, Lunch Committee, and as an aide de camps for Silver Souls events. She is happy to be serving as Board Secretary.</p> <p>Mark Regulinsky, Treasurer - Mark joined ASC in December 2016. Shortly thereafter he joined the Finance Committee. In 2018, he; became interim treasurer and, in December, was installed as full-time treasurer. He works for the CAFRITZ Foundation.</p> <p>Rachel Pfeffer, Interim Executive Director - Rachel is the church's interim Executive Director.</p> <p>Esther Strongman, Trustee - Esther joined ASC in 1978 and joined the Jubilee Singers and taught Religious Education a few years before that. She retired several years ago as a Human Resources Manager for Prince George's County.</p> <p>Libbie Buchele, Trustee - Libbie has been a member of ASC since 1996. She has chaired at least one Auction Committee, Weekend on the Bay Committees, and Worship Associates. She has been an RE Teacher, a mentor in the Coming of Age Program, was on the Search Committee for Rob, and is a founding member of the Reeb Voting Project. She and husband Eric have twin 13-year old boys and a daughter. She is a program officer in the Office of Civil Rights at the U.S. Department of Health and Human Services.</p>	

	Topic	Discussion	Decisions Made
a	Covenant Signing	Board Members present read aloud and signed a covenant of expectations to guide relationships with each other. It is reviewed each year in January and February, shortly after welcoming new board members. <u>To the officers who were absent:</u> Please contact Rachel Pfeffer to sign the original.	
b	Election of Board Officers	Tim Rhodes: Article VII, Section 3 of the church bylaws requires that the Board elect its own President and Vice President(s) from its membership. Discussion followed focused on whether or not the board, especially new members, could elect a President and Vice President(s) now or whether such an election could wait until the board retreat. The bylaws do not prohibit an interim president.	Libbie Buchele moved and it was seconded that Tim Rhodes continue in his role as President of the BOT until elections are held at the board retreat for President and Vice President(s). The motion was adopted. [9 Yeas; 0 Nays]
2.	Meeting Agenda	Tim Rhodes asked for a motion to approve the agenda. Libbie Buchele requested that prior to approval, the agenda be amended to reflect the correct date and the use of the word "personnel" instead of "personal" in item Secretary's Note: Done. See attached.	John Schuettinger moved and it was seconded. Libbie Buchele moved and it was seconded that the agenda be amended and approved. The motion was adopted. [9 Yeas; 0 Nays]
3a	Consent Agenda	Tim Rhodes asked if there were corrections to the November 2018 board meeting minutes. Esther Strongman asked that the following be deleted from the minutes: "For the next Board meeting Esther will bring information from the Personnel Committee for discussion of pro-rated benefits for new employees working less than 20 hours."	By consent, the November 2018 board minutes were approved conditional on the deletion of the last paragraph.
3b		Tim Rhodes asked for a motion to approve the appointments of Neil Manzullo and Jen Vanmeter to the Leadership Development and Nominating Committee. (Their statements of interest were provided.)	By consent, the nominations of Neil Manzullo and Jen Vanmeter to the Leadership Development and Nominating Committee were approved.
4	LDNC Report	All of the vacancies on the 15 member LDNC have been filled.	
5	Search for a new Executive Director	Tim Rhodes and Esther Strongman reported that the Executive Director (ED) search had been reopened. The Search Committee interviewed 7 candidates from 33 applicants via webex interviews and 3 of the 7 via in-person interviews. Rob Hardies also interviewed each one in-person. However, Hiring committee members (Jenice View, Chair) unanimously, concluded that none of the candidates would be a good fit. Each of the 3 candidates had strengths, but each had something missing that made them less than a perfect fit. Discussion: Has the vacancy announcement been modified to reflect lessons learned from the first round of interviews? Yes. If the person hired is also a minister, what percentage of their duties would be ministerial? 10 percent Libbie Buechele noted that to thrive in the position, the individual will need to set forth a strategic plan, hold the church accountable for achieving it, get the air conditioning fixed, and have been successful in managing human resources and operations.	No action.
6a	Sr Min Report	Rev. Hardies, Senior Minister provided the Senior Minister's Report. (See attached.)	No action
6b	Interim Executive Director Report	Rachel Pfeffer, Interim Executive Director, provided the Interim Executive Director's Report. (See attached). Ms. Pfeffer has agreed to extend her contract from an end date of December 31 to February 27. Discussion: Tim Rhodes asked that items requiring board consideration (i.e., request for additional funds for rebuilding the church website) be worded as motions and placed on the agenda. Rachel agreed. Nadine Ramos said that, given that Rachel has less than 2 months on her contract and the exhaustive nature of the list, perhaps the board should identify its priorities for her work in the next 2 months. No action taken. Erika Landberg thought a job coach will be required to clarify the division of labor and overlap between the Senior Minister and the incoming Executive Director, the nature and frequency of their check-ins, alternative models of supervision, and building a high-trust environment. No action taken.	

	Topic	Discussion	Decisions Made
6c	Board Meeting Minutes	Rachel Pfeffer requested that the Board Secretary include the reports of the Treasurer, Executive Director, and Senior Minister in the official minutes to increase transparency and communication with the congregation. The Secretary agreed that this was important and that these would be included in the minutes from now on.	No action
6d.	Paid-time off for part-time employees	Rachel Pfeffer requested that the Board extend paid time-off (PTO) to hourly non-exempt workers with at least 20 scheduled hours per week on a pro-rata basis to what full-time employees earn. In the first year of employment, hourly non-exempt workers with at least 20 scheduled hours per week will be advanced one-half of their PTO after the first 90 days of employment. Estimated Cost: \$3,000 for the 4 hourly non-exempt workers who are scheduled to work, more or less, 20 hours per week. Discussion: Cheryl Gray expressed concern about adding more spending to a budget that is already highly optimistic. She noted that the church's financial situation looks particularly challenging this year, more so than in the years when she was Treasurer. She also noted that she had quite a bit of experience with part-time contracts that paid on an hourly basis, and paid time off was never given or expected. She also expressed concern about making changes in policy before a permanent Executive Director is in place.	John Schuettinger moved and it was seconded extend paid time-off (PTO) to hourly non-exempt workers with at least 20 scheduled hours per week on a pro-rata basis to what full-time employees earn. In the first year of employment, hourly non-exempt workers with at least 20 scheduled hours per week will be advanced one-half of their PTO after the first 90 days of employment. Estimated Cost: \$3,000 for the 4 hourly non-aexempt workers who are scheduled to work, more or less, 20 hours per week. After discussion, the motion was adopted. [7 Yeas; 1 Nays; 1 abstention]
6e	Health benefits for part-time employees	Rachel Pfeffer requested that the Board extend pro-rated health benefits to staff working 20 hours weekly to the current practice which violates the policy, i.e., the church pays 90 percent of the employee's health benefit. The policy, changed in 2016, was never implemented.	No action
6f	IRAF Guidelines	Rachel Pfeffer requested that the board determine a) fund transfer guidelines for all church-funded groups and/or departments and b) permit all church-funded groups and/or departments to allocate 5 percent of their budget for supporting outside people or organizations. Discussion: Fund transfers have recently become an issue because Rev. Keithen would like to maintain a balance of \$5,000 in the Immigration Refugee Assistance Fund, (IRAF). The IRAF was initially funded by the Beckner Fund in 2018 and received \$3,798 from a June 2018 plate collection. Recently, Rev. Keithan reclassified \$1,000 from his operating budget to IRAF. Cheryl Gray suggested a line item amount for IRAF. Mark Rugilinski thought the the philosophical question was whether the church is going to be a fundraising organization. If we want to do that, we should be writing grant proposals to grant-making foundations. He encouraged the Board to think about the missions we have that would be capable of receiving non-religious funding from other grant-making institutions. Bob Jayes suggested making the IRAF a line item in future budgets, but in the meantime, this request doesn't add to our expenses. In fact this is about lay people performing mission important work. Nadine Ramos said that is was not clear to her that there was a gap to be filled since commitments have yet to be made. Rachel Pfeffer said that the IRAF Council has an idea of what commitments they'd like to fill. Esther Strongman asked if the proposal applied just to the Social Justice Committee? Libbie Buchele - The Reeb Voting Project was originally funded with Social Justice funds and then the project got a grant. When that money dries up, do we have financial mechanisms to institute that kind of flexibility? Rev. Hardies - We'd have to do that thru the budget process.	Bob Jayes moved to approve the motion to allow Rob Keithan to move up to \$5,000 for the 2019 budget year from the Social Justice line item to the Immigrant Refugee Assistance Fund. There was no further discussion. The motion was adopted. [7 Yeas; 2 Absentions]

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6g	Committee Structure	Finance structure – there are 3 committees; Audit Investment and Finance – perhaps the latter 2 should be combined and Audit be ad hoc. Cheryl Gray will work with Rachel on that. Changes to the Policy Manual will have to be approved by the board.	No action
8:45	Website	Rachel Pfeffer introduced discussion about the website. (See her submission to the Beckner Fund. Attached). She met with stewards of the church's trusts and submitted a grant proposal to the Beckner Fund to secure funding for the project budgeted at \$20,000. In 2017, the Beckner and A Powell Davies funds earned 17 percent, but the church only took 4.5 percent of the funds for operating expenses. In 2018, the funds earned XX percent, but only 7 percent of those earnings are in the 2019 budget. The A Powell Davies – awarded \$6K towards the effort and the Beckner Board's response to her proposal was that she first ask the ASC Board of Trustees for the funds. Discussion: Rachel Pfeffer asked the board for a restricted grant of \$10K from the endowment. Cheryl Strongman and Esther Strongman both objected to awarding the funds for a revamped website, noting that it has been in the budget for years, but we never end up being able to actually allocate the funds due to other higher priorities. Tehani Collazo was hesitant to tap into endowment funds.	No action taken.
9:00	Senior Minister	Rev. Hardies noted that it was a very important time for budget of the church He will meet with Meghan Foley, UUA's Central East's Regional Lead for Congregational Life, on Jan. 16th to discuss the church's options for an interim minister. It's too late for the church to call a permanent minister by this summer. Candidates look at openings between now and April. The ministerial search process runs on a calendar year cycle – ends around mid-April. We want to get into the game starting in mid-April when the cycle starts over again.	No action taken.
9:07	Board Retreat	The retreat is scheduled for Jan 11-12th . It will start Friday night (6:30-9:00) and end on Saturday (9:00-3:00). It will be held at the church. Georgia Yuan, church member and former trustee, has offered to donate her time to facilitate the retreat. Andy Davis, another church member and consultant, has also offered to donate an hour. Normally, there are no votes at the retreat. Board members, the Interim Executive Director, Rev. Hardies, and the consultants are invited for the entire retreat. Officers are invited to join us for lunch and the afternoon's session on Saturday. John Schuettinger, Erika Landberg, Rev. Hardies, and Georgia Yuan will formulate the agenda.	No action
9:30	Who can sign what	The Board resolved authorizing signatures on behalf of All Souls Church for the church's 2 banks and 4 investment accounts. Tim Thurman Rhodes and Mark Rugilinski	The Board adopted a motion authorizing Tim Thurman Rhodes and Mark Rugilinski to manage the church's 2 bank accounts and 4 investment accounts. [9 Yeas]

The meeting was adjourned at 9:30 and the Board went into Executive Session. Respectfully submitted, Carrie Davidson