

January 2019 minutes

Regular Meeting of the All Souls Church Board of Trustees Minutes Jan 16, 2019

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

Staff

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

Absent:

Officers of the Church

Carrie Davidson, Secretary (12/2019)
 Jennifer Bruneau, Membership Secretary (12/2019)

Others Present:

Megan Foley, UUA
 Craig Dylan Wyatt
 Tom Loke
 Cynthia Durham
 Paula Cole Jones
 Adam Ortiz
 Carol Falk
 Carol
 Gregory Ford
 Carolyn Davies, Church Member

	Topic	Discussion	Decisions made
	Chalice Lighting		
1.	Meeting Agenda	<p>Tim Rhodes asked for a motion to approve the agenda.</p> <p>Discussion:</p> <p>Tim Rhodes: Added Committee Items as 3D</p>	<p>Libbie Buchele moved and it was seconded [9 Yeas; 0 Nays]</p> <p>Approved.</p>
2a	Consent Agenda— Approval of December Minutes	<p>Tim Rhodes asked if there were corrections to the December 2018 board meeting minutes.</p> <p>Discussion:</p> <p>Libbie Buchele: Under item 7, she had hoped to see the Senior Minister and Executive Director reports in the minutes. No actual action had been taken at the December meeting because no vote had been held. Libbie motioned to add these reports to the minutes in the future</p> <p>Cheryl Gray expressed support for more transparency but wondered if there should be a procedure for redacting sensitive information from these reports.</p> <p>Rachel Pfeffer stated that reports are prepared with transparency in mind. If there is an issue that needs confidentiality, the ED will first talk privately with the Board President</p> <p>Suggestion was made to allow for redaction of sensitive information discussed in the executive sessions. Libbie accepted this amendment and it was seconded</p>	<p>Libbie Buchele moved and it was seconded that the Senior Minister and Executive Director Reports be added to the minutes in all future meetings and redaction is allowed in rare circumstances that require confidentiality [9 Yeas; 0 Nays]</p> <p>Approved.</p> <p>Based on these proposed amendments, the minutes were approved</p>
2b	Annual Meeting Minutes	?	
2c	2017 Audit	vote was to acknowledge receipt of the audit	

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2d	Beckner Fund expenditure: professional development for program officer (\$2500)	<p>Craig Dylan requested on behalf of the Beckner Committee that an unused \$2500 which had been set aside for Jalisa’s pay to instead be used for attendance at a philanthropy conference and another professional development opportunity. This is a one time expenditure and not an ongoing one</p> <p>Discussion:</p> <p>Erika Landberg: In the future, Beckner committee should give requests for changes to the Beckner committee liaison, with enough time to get a blurb about request to the rest of the board in advance of their meeting.</p>	<p>It was moved and it was seconded [9 yeas; 0 nays]</p> <p>Approved.</p>
3a	Action Items— Election of Officers	<p>Tim Rhodes asked if there were any officer nominations (which had been discussed at the board retreat on Jan 9)</p> <p>John Schuettinger nominated Tim Rhodes for President</p> <p>Robert Jayes nominated John Schuettinger and Nadine Ramos for Vice President, but Nadine asked to be removed from the nomination list</p> <p>Erika Landberg nominated Libbie Buchele for Vice President, Libbie accepted the nomination</p> <p>Discussion:</p> <p>John Schuettinger noted that the bylaws allow for more than one VP and moved to have two VPs</p> <p>Esther Strongman shared that there are usually two VPs and sometimes three</p> <p>Erika Landberg mentioned that these two candidates are from different cohorts and she viewed that as a strength of having two vice presidesnt. She moved to accept the nominations</p>	<p>Tim Rhodes was confirmed as President [9 yeas; 0 nays]</p> <p>Erika Landberg moved and it was seconded to elect Libbie Buchele and John Schuettinger as Vice Presidents [9 yeas; 0 nays]</p> <p>Approved.</p>
3b	Democratic Rules of Order	<p>Tim Rhodes stated that Article VII, section 3 of the ASC bylaws states that “[the board shall] make such other rules for its own governance” and that under Article XVI, the default rules for church governance meetings follow the current edition of Robert’s Rules of Order, unless stated otherwise</p> <p>Discussion:</p> <p>Tim Rhodes suggested that board adopt for itself <i>Democratic Rules of Order</i> (DRoO) by Fred and Peg Francis. This document is considerably shorter and simpler. Furthermore, Robert’s Rules favors those with familiarity with its technicalities of rules to push and block actions. <i>Democratic Rules of Order</i> supports transparency.</p> <p>John Schuettinger noted that under DRoO everyone gets a chance to speak and the person who makes a motion is in charge of that motion (e.g. that person can accept or reject an amendment to that motion)</p> <p>Tim Rhodes suggested that DRoO be adopted for board meetings and in September the board discuss amending Article XVI to replace Robert’s Rules</p> <p>Esther Strongman noted that the differences between these two books are subtle, but DRoO is easier to understand and nicer</p>	<p>Tim Rhodes motioned and it was seconded to replace Robert’s Rules with Democratic Rules of Order for board meetings, with the intention to discuss amending Article XVI in the fall [9 yeas; 0 nays]</p> <p>Approved.</p>
3c	SRI Policy	<p>Bob Jayes (liaison to investing) has been working with that committee to adjust policies, but their work meeting is Jan 23, but one important change they would like to make is establishing a fourth fund for church investments (1% of total portfolio) devoted to community investing. This money would be invested in established local entities that lend money to small and/or disadvantaged businesses, rather than direct lending.</p> <p>Esther Strongman requested that the board move discussion of this topic to</p>	<p>Deferred to February 13th meeting</p>

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3d	Committee Assignments	<p>John Schuettinger shared the committee assignments made at the board retreat:</p> <p>Personnel (Esther, Tim, Tehani) Finance/Audit/Investment (Cheryl, Mark, Bob?) Governance (John, Bob, Erika) Transformation (Nadine, Libbie) Committee on Right Relations/ Behavior (Libbie Buchele)</p> <p>Discussion:</p> <p>Libbie Buchele asked about why the last was not part of the other categories. John explained that CRR doesn't exactly fit under the other categories and it's important to the board to have a pulse on the congregation</p> <p>Libbie Buchele also expressed concern about the groupings of the categories e.g. "shouldn't governance include input from the transformation team?" and lumping together CRR and Behavior. John responded that action isn't actually taken by these committees, so input from other ones is taken into account as needed before the board takes actions and that the behavior committee was established for a one-off issue that resolved.</p>	<p>John Schuettinger motioned and it was seconded [8 yeas; 1 nays]</p> <p>Approved.</p>
4a	Informational Items—Senior Minister's Report	<p>Rob Hardies shared that his goals for his work this year are to focus on worship quality, integrating and orienting new senior staff, and working on trust and reconciliation</p> <p>Due to the upcoming big changes, he will be more focused on our church community than external advocacy</p> <p>Would like to discuss the future of pastoral care at a future BoT meeting. Should be a team of ministers and lay leaders, with training and retreats; too big a job for just one minister</p> <p>He intends to follow incorporate suggestions of the Transformational Team, as part of his trust and reconciliation efforts</p> <p>In the interest of trust, it was decided that on Feb 3 after the sermon in both services, Rob will hold a litany for the new board members and officers</p> <p>Libbie Buchele requested that more church leadership responsibilities have a clearly defined division of labor</p> <p>Rachel Pfeffer responded that the permanent Executive Director will be selected for their organizational management skills that will build on the changes Rachel has been working on</p>	<p>Litanies will be held for new board members and officers around 10:15 and noon on Feb 3</p>
4b	Executive Director's Report—Financial Situation	<p>Rachel Pfeffer's focus has been on financial stability for the church. She suggests creating a fundraising committee to tackle the unique challenges for this year</p> <p>On Jan 20, there will be a fundraising brainstorming session. Rachel will be observing a possible professional fund developer at this session. Hoping to identify congregants with skill sets and interest in professional quality fundraising</p> <p>No updates on search for new tenants</p> <p>Extent of financial concerns? No December data yet, but there was a deficit of 200k last year</p> <p>This year the Executive Director will make a plan to raise the amounts needed</p> <p>Erika Landberg suggested personal outreach as BoT and officers</p> <p>Esther Strongman pointed out there is currently no pledge committee</p> <p>Mike Hill shared that in other nonprofits of this size financial contributions would be required for board membership.</p> <p>Mark Rugulinski Perhaps there should be an obligation to either donate or find 25k?</p> <p>Plan development is already on March board work session agenda</p> <p>Rachel Pfeffer pointed out that the plan does not need approval so action can start immediately</p>	

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	Executive Director Search	For the new Executive Director search: Feb 4 the committee intends to identify a cohort for Zoom interviews, with goal of hiring someone who can start by Feb 25 Libbie Buchele asked about hiring company for recruitment , but there is no money to pay for that service	
5a	Discussion Items – Ministerial Vacancies	Megan Foley sees three main options for hiring an associate minister: 1. Permanently hire a new minister this summer 2. Contract minister (any work, any length of time [probably 1-2 years]) 3. Contract minister, but with a clear intention that they could be permanent Option three can be messy with transparency; if we go that route, congregation should be informed of the challenge Megan Foley believes that we are late in the year for getting a permanent hire and not sure ASC has the trust to get the best applicant pool Board agreed that it is important to have a permanent minister by the 2021 bicentennial Erika Landberg feels very strongly that we should hire a contract minister and do a permanent search next year due to everything happening in the church right now Megan Foley shared that ideally a packet is prepared in November and decisions are made by March/April Contract ministers could be found from the “normal” pool or there are other people available anytime. Summer would be do able for a contract minister, but expectations need to be managed e.g. incomplete skillset or not ideal contract length Paula Cole Jones noted that in 1999 the congregation made a commitment to a multiracial leadership team, which needs to apply to even a short term contract Leadership should be transparent about this process and make sure congregation understands challenges of the hiring situation Contract ministers are hired by the board, in contrast to called ministers, whom are accountable to the congregation Nadine Ramos asked if we are considering just UU ministers and if the hiring timeline of non-UU ministers is differs from the timeline used for UU ministers Megan Foley was unsure of the minister hiring timelines of other denominations noted opening up the applicant pool to non-UUs would increase likelihood of hiring a person of color, but there would be a risk of an accountability situation like the one with Rev. Newman-Moore. However, she mentioned that there are safeguards we could put in place if we went that route. Cheryl Gray asked if there is a way to have congregation vote on a possible new minister in the way that the choir voted in the music director search, but Megan noted that UUA has found this approach to be divisive for ministerial searches and advised against it	Hold a congregational meeting to discuss the challenges of this hiring process; explain that the most likely option is to hire a contract minister and do a permanent search next fall when the church is not also searching for a new Executive Director; affirm commitment to multicultural hiring practices
5b	Future Planning	The board decided that the work session on February 6 th will be devoted to a full discussion of current vacancies and the February 13 th meeting will have an updated discussion of the church financial situation. This will include ideas from the Jan 20 th discussion and hopefully commitment from congregants to contribute relevant skill sets There needs to be a congregational meeting about transparency in hiring process. Megan is willing to speak at this event, and a date will be decided at the February 6 work session Esther and Rachel noted that the board is committed to quarterly meetings (next Feb 6 5:30-6:30) with the staff for relationship building	
5c /d	Change audit to every other year/ /Replace 2018 audit with fiscal management review	Tim Rhodes suggested deferring audit discussions to a future board session	