

**Board of Trustees**  
**Meeting Minutes**

**All Souls Church, Unitarian**

*April 24, 2016*

*7:00 pm*

**Trustees, Officers, and Staff in Attendance:**

Peg Barratt, President  
Chuck Dulaney, First Vice President  
Anne Bradley, Second Vice President  
Ken Ambrose, Trustee  
Whitney Cooper, Trustee  
Vickie Lindsey, Trustee  
Allison Ralph, Assistant Secretary  
Kate Saylor, Trustee  
John Strongman, Treasurer  
Tracy Zorpette, Trustee  
Katie Loughary, Executive Director  
Susan Newman Moore, Senior Minister

**Also in attendance:** Bernard Mustafa, Will Hayes, Hally Ahearn, Liz Coit, Jen DuMond

**Not in attendance:** Erin Boeke Burke, Board Secretary; Kysseline Jean-Mary Cherestal, Trustee; Robert Hardies, Senior Minister; Cledwyn Jones, Moderator; Leo Jones, Chief Program Officer; Laurie Lester, Membership Secretary

**Chalice lighting and reading:** Whitney Anderson

**Minutes: (Allison Ralph)**

Amendments to the March 2016 minutes were briefly discussed.

- Change “February 24, 2015,” to the correct date of March 2016
- Change “Dr. Bartlett” in the second bullet point of Rev. Moore’s report to “Dr. Barber”

Motion: Anne Bradley moved that the March minutes be approved, as amended. Tracy Zorpette seconded. The motion passed.

**Report from Sacred Spaces Committee (Jen Bolick and Hally Ahearn)**

Hally and Jen walked through the report provided to the Board in hard copy, and highlighted some items.

Hally presented the Sacred Spaces Committee Mission Statement: Members of the Sacred Spaces Committee want All Souls Church to be a welcoming place that invites all souls into our beloved community. As a committee, we will collaborate with church groups and their leaders, individual congregants, church staff and programs, and the Board of Trustees to facilitate and

administer a variety of processes that identify and use the space inside and outside the church to ensure we reflect our vision, our spiritual principles, and our programs in the sacred spaces of our church.

Jen noted that the purpose in coming to the Board and developing the mission statement was to have something here to explain “who we are and what we do.” She noted that at one time there was a committee that helped with decisions regarding decorations or other non-structural improvements. She added some background information regarding the history of the committee: During CAPT, some folks were interested in adding their own skills and time to the construction process, but it was quickly found that individual DIY projects were not the best practice. Nearing the end of the renovation, some of those who had been interested in such work collected information about interest in space beautification and decoration. This interest appeared again during the leadership course as a kind of course project. This in turn brought a group of folks in the leadership course to come up with the committee, who brainstormed process and policy with lots of ideas and have been collecting them since. The committee leadership would like the Church spaces to reflect All Souls values and work. Jen noted too that there has already been an assessment of what’s on All Souls walls that reflects our values with the conclusion that there is not much.

As to process: the committee leadership envisions the committee being a hub for all those interested in doing space/decoration improvements in the church. The list of advisors would include Katie Loughary and Jen Hayman on staff, and include Tom Fox as a lay advisor. The committee may solicit volunteers and help from others. The committee leadership expects this to be an iterative and building process.

The current roster of active members numbers 6-10, and there are up to 40 members on the mailing list.

The printed Addendum contains examples of proposed and ongoing projects.

Finally, it is to be noted that the Sacred Spaces committee will be submitting a small budget for the 2017 year – Peg recommended that the committee submit the budget sooner rather than later in order to be considered for inclusion.

### **Report on the Leadership Development and Nominations Committee (Liz Coit)**

Liz Coit presented on the LDNC. She noted that Jen JuMond is sharing chairperson duties over the course of the year. And noted that the purpose of the LDNC is to build a pipeline of future leaders. The report at this meeting was intended to present an update to the Board and to find out what the Board members are thinking.

Liz reviewed briefly the list of those expected to continue on the Board, those leaving on schedule or early, and LDNC’s need to fill those vacancies.

Liz then reviewed progress made to date, which will feature the June 16, Pierce Hall Leadership Social. The committee was seeking Board members to speak about what it’s like to be on the Board - Vickie agreed.

Regarding diversity and an all church org diversity strategy: the LDNC would like to take this up in both leadership development and leadership appointment. Liz noted that the committee has a strong and growing prospect list, including those interested but unavailable in previous rounds. She then solicited ideas (please send to Liz Coit's email) about the kind of skills and competencies that the Board needs, and that they should look for, such as:

Background in finance; People of color/ people of diversity of thought, gender, age, newcomers, old-timers, etc.,

Vicky noted on this topic that it is unlikely that we will be able to check all the diversity and competency checkboxes at the same time.

Liz did note on the leadership side that those who developed the LDNC course and curriculum had done a wonderful job and that the courses had been going really well. At this time, it is a little unclear whether the committee will be able to offer one-off individual classes, in addition to or rather than the longer course structures. Erika Landberg and others are now working to develop a memo on such.

Liz requested that notes of interest in course attendance be sent her way or to other members of the committee.

### **Monitoring: Reports From Executive Team**

Peg asked the Finance team to present first among the Executive and Governance reports, so that non-Board members on this team could leave early.

### **Discussion and Decisions on Governance Process: Finance**

#### *Presentation of the Year-to-Date Budget (Katie Loughary)*

Katie explained the year-to-date budget layout, so that the Board understood the basic layout, including the first two months, the year-to-date, the total 2016 budget, % of Annual, and comparison to the first two months last year.

She noted a few outstanding changes between the first two months last year and this year:

- Rental revenue is much increased this year. Katie explained that the school rental became part of the rental income budget last fall (2015), that we still (unexpectedly) have Church of the Advent here, and finally that Rose has been doing a great job renting out space.
- Energy expenditure has gone down this year. Katie explained that the energy use was higher after we first finished the renovation, but that we have since essentially gotten better at managing the building's temperature. Our energy use is therefore now leveling off.
- Personnel expenditures have gone up. The question was raised about why this increase had occurred. Katie explained that the Church became more fully staffed by bringing on membership, custodial, and front desk staff. Sabbatical personnel cost also went up this year.

*Consideration of the transfer of the loan (Bernard Mustafa, John Strongman, and Katie Loughary)*

John and Bernard brought a handout to the Board explaining the situation, which is essentially that our loan has been with First Virginia Community Bank (FVCB), and that we were approached by Bank of the West with a refinancing option. This allowed us to approach FVCB to ask for better loan terms from them as well. After some investigation and thought, the Finance committee presented both options and recommended one.

The two options are:

- Refinance with FVCB. This could be completed by the end of May.
  - o The main advantage is that we can lock in certain savings now.
- Refinance with Bank of the West BOTW
  - o This option may be a bit more advantageous, but will be a bit of a gamble due to the time we'll have to wait before we can move forward (b/c Katie will be on sabbatical, and unable to complete negotiations with them before she leaves. This means that the loan terms may change to our disadvantage in the mean time.) An additional worry is that this option may carry a penalty for early payment.

The Finance committee recommended authorizing Katie to negotiate new loan terms with FVCB and then come back to the BoT with finalized loan terms, for the reason that FVCB is a much more certain deal. If Katie were not going on sabbatical, they might recommend something different. But, with Katie's sabbatical, and the uncertainties that come with it in the negotiating process, they recommended going with FVCB refinance.

Kate Saylor asked whether the negotiation might be completed with BOTW before Katie leaves, but the answer was a definite no from Katie and from John.

There was some discussion of clarification of the handout to and the reasons for the recommendation to refinance the loan with FVCB.

**Motion:** Chuck Dulaney moved to authorize Katie to negotiate with FVCB  
Tracy Zorpette seconded.

John requested that Katie come back to the BoT before the next Board meeting with a report so that if everything worked out well the loan documents could be signed before Katie goes on sabbatical.

**The motion passed.**

*Steeple Renovation Update (Katie Loughary)*

Katie explained that the Executive Team is not ready, nor can be ready to make a recommendation until Rev. Rob is back to decide how to move forward. The reason for this was essentially that the church will have to seek congregational fundraising.

The steeple renovation strategy will likely be to remove the steeple altogether, put it in the playground area, fix it, and put it back up. The hope would be to complete the work by 2021 for our 200<sup>th</sup> anniversary.

### *Finance Committee Report (John Strongman)*

John reported that he is pleased that the Finance Committee has full and strong membership and that the committee has good diversity. Ken is the board liaison, and Cheryl has agreed to stay on as an advisor for one year.

Other items of the report include:

- The Finance Committee will be looking carefully at incoming pledges to pay our next pay down on the FVCB loan of \$1M which will be due in April 2017, and be ready for the mortgage payments to start at that time.
- The Investment Committee is reviewing and improving the investment philosophy documentation.
- People have been interviewed for the Audit Committee which needs to be appointed soon, but there is not a steady stream of material coming through at this time.
- Katie should be able to present the Finance Review at the May board meeting. This will be run through the Finance Committee in absence of an Audit Committee.
- The Finance Committee is starting to prep for 2017 budget.
- The Finance Committee noted a general need to watch over potential capital expenses, including steeple repairs, sanctuary repainting, and improvements to Pierce hall.
- The Finance Committee are keeping minutes as requested. John promised to make them available to the Board should the Board request them.
  - Katie suggested making a google drive for the committee or making a subfolder of the Board drive to keep such materials

### **Report on Operations and Programs (Katie Loughary)**

#### *Upcoming sabbaticals and leave (handout attached) and sabbatical policy*

- Katie reported that, after some deep searching, she found the sabbatical policy deep in the archives. Having read the policy, she reported that the policy appears to have been written so that the decision about which staff members receive sabbatical is left in the hands of the senior ministers. No staff members have sabbatical written into their contracts (other than ministers), but there seems to be an unwritten expectation that ability to take sabbatical leave applies to senior staff and program staff (e.g., RE and music). She reported that the policy appears to be intentionally loose and undefined.
  - Katie noted that this policy has never been included in staff manuals and that the policy was found in the Board meeting minutes of 2008.
- Some discussion followed Katie's initial presentation:
  - Ken requested to read the minutes in the context of which the policy was found
  - Anne noted that she's never personally seen a non-minister in a UU church receive sabbatical

- Katie responded, as a proof of past practice, that the availability of sabbatical to her was talked of but not written down in her own hiring process
- Chuck noted the policy gives the impression that the BoT seemed to want to give Rev. Rob the authority to name who gets sabbatical without having to receive approval from the BoT (which is the same way that Katie read it)
- It was noted that we do appear to be in violation of the sabbatical policy in that the policy states that vacation should not be used to extend sabbatical. But, that is what we are doing by having Rev. Rob's sabbatical and summer vacation one after the other.
- Rev. Susan noted that each congregation has a compensation guideline for ministers.
- Kate made the point that we have no policy manual
  - Katie responded that it would be a good idea for the Secretary to build a document of all the motions that were approved by the BoT at the end of every Church year.
- Tracy added that this sabbatical policy should also be referenced in the personnel policy manual.
  - To which Katie responded that Rev. Rob should be consulted first.
- Regarding the handout staff leave calendar, it was shown to be incorrect in the precise labeling of the time off (vacation vs. sabbatical, etc.)
  - Peg requested that this document be corrected so that it can be put in the share drive as an accurate schedule
  - Katie noted that she hadn't intended the schedule to be a perfectly accurate document to be shared and put in the records, but just as an aid for the current BoT meeting. This touched off another discussion on whether documents at the BoT meetings necessarily are included in the archives as part of the permanent record.
    - Peg and Chuck requested a moderately accurate staff sabbatical schedule to go in the record.
    - Katie noted that this schedule was inaccurate, and should not be added to the record.
      - Peg responded that, since the minutes would reflect the discussion, that the document should be included in the record as is.
    - Chuck did request to know when senior staff will be gone and why, so asked for a more correct schedule to be drawn up.
      - Katie noted that that sort of detailed schedule is available in the staff calendar.
      - Ken suggested that knowing the team schedule details should not in fact be a Board matter but an ET matter
- Returning to the issue of the Sabbatical policy itself, Tracy recommended that since the church staffing has changed a great deal since 2008, and since our policy seems very different than other churches, that we revisit this after Rob's return.
- Katie noted that there may not necessarily be extra cost for senior staff sabbaticals

- Tracy responded that we may need to discuss Senior staff members positions and whether they are necessary if individuals can be gone for 6 months and expect other team members to pick up the difference in work load.
  - It is also unknown whether anything was promised to Jen or Delores
- Chuck noted that we simply can't discuss this policy without Rev. Rob here, because he was here when the policy was made, and is the main holder of the power to decide who gets sabbatical
- So ended the discussion on the sabbatical policy

*Solar photo-voltaic installation update (Who)*

- Katie presented a bit more information about the possibility of having solar panels installed and the energy gifted to the Church. The company, Root and Branch, is B-corp (a Benefit Corporation: a corporation that acts more like a non-profit). They are a father-daughter operation. The B-Corp model allows them to build a project and to give the energy away (because they don't rely on profits).
- Ken noted that he has not heard anything negative about this group.
- The company provided us with a feasibility study, which has been reviewed and approved by our architects.
- Root and Branch is on-board with continuing to vet their designs with the architects
- Katie explained that they will come back with two contracts, both for \$0 dollars.
  - 1) For lease of the roof space for \$0.
  - 2) A purchase agreement that the Church will purchase the energy for \$0 for the life of the system.
- We should expect to wait on the city permit process.
- Root and Branch will own the renewable energy credits.
- Discussion:
  - Chuck asked for confirmation that the BoT needs to approve the deal because of the encumbrance of the property, but not because of the dollar value.
    - Katie: confirmation –
  - Kate: are we losing the possibility of selling back any power/credits to the city?
    - Katie: No, because the system won't produce enough power to sell anything anywhere.

*Katie added another note on space usage in the Church:*

- DCI will sign soon an amendment that compensates us for the addition of a full time custodial position to care for them.

**Ministry report (including social justice) -- Rev. Susan Newman Moore**

Rev. Susan presented briefly on the report attached:

- April was a busy month and we have planned the whole year from September 2016 – August 2017
  - All departments were involved and we discussed worship and programs
- Dementia and caregiver/ grief programs are doing well, and are solidifying in membership
- Rev. Susan explained her idea for the Summer Festival of Faith which will help her to fill her seven Sundays in a row in the pulpit.

- Rev. Susan invited several other Revs. to share the pulpit, including Norman Allen, Rob Keithan, Amanda Poppei, and Abhi Hanamanchi
- One Sunday will be “Rev. Susan Says” which will be her version of Rev. Rob’s “Questions of Faith”
- First Sunday in August will be Young Souls and jazz Sunday
- Sec Sunday in August will be with the Right Relations committee
- Rev. Hardies will be back on third Sunday of August
- Social justice oversight: we had Democracy Spring and Democracy Awakening led by the Reeb Voting Rights committee which included folk and speakers from all over the country
  - Over 2000 people were arrested on the steps of the capitol, 25 of them were All Souls members, including Rev. Rob.
- Education needed on how to sponsor a Syrian family
  - Susan has discussed this lay initiative with Chuck Wooldridge and others and has requested that we stay in “education and information” mode while we lack a Social Justice director
- On Pastoral Care: Rev. Rebecca will assume the Pastoral Care coordinating responsibilities in the absence of Rev. Susan
  - Also our Pastoral Care lay lead will be on staff while Rev. Susan is on sabbatical
  - Finally: a note to thank John for his willingness to be on the Pastoral Care team and on Finance Committee at the same time

### **Governance Process (Discussions And Decisions):**

#### **Appendix A – Committee liaisons and tasks for 2016 – Peg Barratt**

- Committee on Ministry for Rev. Susan has only been started with some editing of Terms of Reference – Chuck is the point person. CoM specifically for Rev. Susan – Chuck – the idea is that there will be separate committees for each of the senior minister.
- Update Policy Governance Document – Tracy volunteered.
- Create Personnel Committee – will begin discussions when Rev. Rob comes back.
  - Anne and Peg and Whitney agreed.
- Create a policy on remote participation – Cledwyn was leader, and we understand that Roberts Rules of Order allows it, but that there should be a policy – there may also be some DC law about it – Peg will talk to Cledwyn about it.
  - The difficult question is that: can anyone call in, or does it include congregants – these are open meetings, after all.
    - Cledwyn did have a policy drafted last fall, but that needed to be authorized by the congregation, which we have now achieved.

#### **Consent Agenda**

- Appointment of Brian Simmons Marshall to the Investment Committee
- Appointment of a Cluster Representative



- Replacement for Kate Saylor
- Beckner Fund Committee's recommendations (attached)
- Initial Slate of General Assembly Delegates - Vickie is not on that slate

**Motion:** Chuck moved and Kate Seconded to accept the consent agenda,

- excluding "Appointment of a Cluster Representative and Replacement for Kate Saylor"
- **Motion passed**

### **Next Meeting Date And Agenda**

DATE: May 25, 2016

AGENDA:

- Report from the Membership Committee
- "Financial Review" -- Katie Loughary
- Investment Committee – Andrew Scott
- DCI contract – Katie Loughary
- Executive Limitations – Staff/Volunteer Treatment – Katie Loughary

➔ upcoming meetings

June 15 Wednesday but one week early because of GA

July 28 Thursday because the church is closed Wednesday in the summers

August 25 Thursday because the church is closed Wednesday in the summers

### **Self Evaluation**

#### **Reflection on today's meeting and policy governance – Peg Barratt**

- Peg requested ideas for self evaluation, and suggested cards
  - o Vickie noted that having a form was helpful BUT really complicated, so revisions may be in order.
- CoM will role out Susan's sabbatical information around the 1<sup>st</sup> Sunday of September, that Susan will leave on Sabbatical October. David Kyle is the chair of the committee.
  - o Tracy requested that Board members have some talking points on Rev. Parker's role while Susan is gone - Katie will share Rev. Parker's contract

### **Adjournment And Prayer**

Keep alert, stand firm in your faith, be courageous, be strong.

Let all you do be done in love.

The meeting adjourned at 9:04 PM.

Respectfully Submitted,

Allison Ralph, Assistant Secretary