

Board of Trustees
Meeting Minutes

All Souls Church, Unitarian
January 25, 2017

Trustees, Officers and Staff in Attendance:

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

Also in attendance: Kathy Ferger, Committee on Right Relations

Call to order 7:00 PM and chalice lighting, Chuck Dulaney

Reflection on Ministry at the Church Since the November Election

Rev. Rob Hardies asked members present to read quotes from individuals about the impact of our church on their lives since the November election. Board members reflected on their impression from the quotes.

Rev. Hardies noted the church's impact on peoples' lives during the last three months and asked how the church might harness the human energy of the present moment.

Members present provided reflections. One member encouraged the group to think about what makes the church unique from other organizations. Several agreed that the spiritual component of the church is a differentiator from other social justice oriented organizations. Rev Hardies noted the important role of the church in providing people with spiritual sustenance and bringing together a diverse community. He reflected on one of the quotes that stated "the whole world is in this church" and another from a first-time visitor to the church, who indicated that he couldn't believe the sense of family at the church. Several Board members noted similar conversations with All Souls congregants and visitors.

Action: Mr. Dulaney concluded the discussion by asking members to think more about this topic for further discussion during the March 4 Board retreat and how their thoughts might influence

the strategic plan.

Reports from the Executive Team

Rev. Hardies called attention to the portion of his report about the church's generosity. Church generosity pledges are above levels in previous years at the same time. The 2016 fiscal year ended with a strong surplus. This is the first sizable increase in annual generosity pledges in five years. Rev. Hardies noted the importance of celebrating this fact.

Katie Loughary provided an update on church rentals. The current weekday tenant, DCI, is committed to moving into its new building so is unlikely to continue its contract with All Souls Church (ASC) beyond the present period (June 2017). One new tenant opportunity is with "NextStep". ASC staff held face to face discussions with its Board to express interest in their tenancy and relationship with ASC. In addition, the broker of the church's current lease continues to reach out and look for potential tenants.

Rev. Hardies also reported on plans for Rev. Newman's return to ASC. Rev. Susan Newman will return on or around May 1 after taking her month of leave immediately after her sabbatical. Rev. Rebecca Parker's contract will be extended to cover the additional period or Rev. Newman's leave.

Approval of Minutes

Mr. Dulaney asked for approval of minutes from the October, November and December. He noted that all Board minutes under consideration are posted in the January folder of the Board Google drive.

Motion: Peg Barratt moved to approve the minutes from the two meetings in October.

Tracy Zorpette seconded.

Discussion: John Strongman confirmed that the changes that he requested to the October meeting had been included. Peg Barratt noted that minor edits need to be made before these notes are posted and Board Secretary agreed to make these edits (**Action**).

Vote: the motion carried.

Motion: Peg Barratt moved to approve the November minutes.

Ken Ambrose seconded.

Discussion: A statement needs to be added regarding the Leadership Development and Nominating Committee update that was provided to the Board. The title needs to be changed to "Minutes". One other change was requested.

Vote: the motion carried.

Additional Discussion of Minutes and Procedures:

- The December meeting minutes are currently in the form of notes, not minutes. **Action:** The Board Secretary agreed to revise these.
- The members discussed and agreed to edit the Google Docs versions of the draft minute documents, because this is the default format in which the documents appear and save within the Google Docs repository.

- **Action:** The Board President agreed to number in order the documents required for each Board meeting to assist church staff with printing and providing meeting materials.
- The Board prefers minutes that include summary discussions rather than verbatim comments as these are more useful and readable records of the meeting outcomes.

Proposed Terms of Reference for a Board Standing Committee on Governance

Tracy Zorpette discussed the draft Terms of Reference included within the Board meeting materials. She noted that the purpose of the proposed committee is to help the Board with its essential responsibilities of church governance. The committee would perform such duties as: seeking ways to improve the alignment of church governance with the mission and goals of the church; ensuring effective Board monitoring of Executive Team performance; fostering consistent knowledge and understanding by the board of the governance rules and the bylaws to inform all decisions being taken by the board; holding the Board accountable discussions of its own processes and performance. It was noted that the committee would be entirely composed of members of the BOT but may propose ad hoc special committees including additional members of the congregation to address specific issues.

Discussion ensued about the need for such a committee. Points were made that oversight of governance processes and adherence to executive limitations is time consuming and requires a strong understanding of the church board of governance rules and bylaws. Additional review, consideration and discussion of issues is needed outside of regular BOT meeting times. A smaller committee is better positioned to do this outside of regular BOT meeting times, allowing for better focus and attention to critical issues by the whole Board. Additionally, the committee will have additional interaction with Executive staff, allowing the staff to better target their reports to the BOT's needs and interests. The committee would review these reports prior to their submission to the BOT.

Motion: Peg Barratt moved to accept the proposed terms of reference for a standing committee on governance.

Anne Bradley seconded.

Discussion: Russell Cross asked who was involved in developing the proposed draft. Chuck Dulaney indicated that the primary authors were Tracy and himself, but that all members of the Board discussed it at their Board retreat. Tracy indicated that one of the Board's motivation was to allow a small group to consider important issues before they are presented to the Board.

Vote: The motion carried.

Membership on Board Standing Committees for 2017

Chuck Dulaney noted that seven standing committees of the BOT exist, two (Ministry and Right Relations) do not have Trustee liaisons, but the Board appoints the members of these committees.

Kathy Ferger, Chair of the Committee on Right Relations, indicated that the committee currently has three vacancies. One potential volunteer has stepped forward. The chair asked for the Board's help in finding two additional members to fill the remaining vacancies and appointment of all three new members. Chuck Dulaney invited Kathy Ferger back to one of the March

meetings to report on final names.

Chuck. Dulaney then noted the need to assign Trustees to the five committees requiring liaisons.

The following appointments were agreed to:

Governance – Georgia Yuan, Ken Ambrose and Tracy Zorpette

Finance – Peg Barratt

Investment – Patricia Lambert.

Audit – Tim Rhodes

Personnel – Chuck Dulaney, Anne Bradley, Russell Cross

Additional Discussion:

- John Strongman described the roles of the Audit committee, which include: (1) preparing terms of reference and obtaining bids for the church to hire an auditor to undertake an audit which is due in 2017; (2) overseeing whether the funds for the bequests are being spent correctly, according to the requirements. Whether these funds are spent correctly is a frequent question of church members. The Board examined these questions last year and assessed that funds were being spent according to requirements. The committee reviews previous audits on an annual basis.
- It was noted that Dave Bend is the current chair of this committee and some of the committee members have strong technical backgrounds in audit. BOT members commented that Tim Rhodes' legal background would complement the committee in making assessments regarding proper expenditures of bequests.
- **Action:** Tracy Zorpette committed to putting the terms of reference documents for all committees into a single repository.

Board Representative to the All Souls Housing Corporation Board

Chuck Dulaney: Mark Chambers has requested that the Board of Trustees appoint an All Souls member to a one year term as a Housing Corporation Director per the AS Housing Corporation Bylaws which state that one board position is reserved for a “representative of All Souls Church, Unitarian”. This individual does not have to be a Board member. Other points made included: the corporation does not report to the BOT; it is a separate and independent non-profit organization from the church.

Discussion ensued about what skills would be helpful to the corporation and whether any BOT members or officers were interested in appointment. None stepped forward. Chuck indicated that Jennifer Bruneau has expressed interested in serving in this role.

Motion: Ken Ambrose moved appoint Jennifer Bruneau to the All Souls Housing Corporation. Russell Cross seconded.

Vote: Motion carried.

Beckner Committee Appointments (Added to the Agenda by Consent)

Rev. Hardies asked to discuss appointments to the Beckner Committee. The members of the Beckner Committee are supposed to be appointed by the Board and the Senior Minister. Last

year, while Rob was on sabbatical this did not happen correctly. He asked for follow up action by the Board.

Action: Chuck Dulaney agreed to coordinate with Rob about which Committees require Board appointment and regarding any actions needed with respect to the Beckner Committee.

Development of a Policy for Remote Participation

Chuck Dulaney introduced the topic asking, what needs to go into a policy for remote participation? The Board has been allowing phone in participation. However, there is no policy on this presently. Chuck Dulaney asked for discussion on what a policy might include so that a draft policy could be developed before the next BOT meeting.

The ASCU Bylaws include the following statement: “Section 7. Remote Participation: The Board may adopt rules governing the use of electronic meetings in the conduct of its business, including meetings by teleconference, videoconference, and additional means not specified herein, but may not allow meetings conducted exclusively by email.”

Discussions included the following points:

- The committee members asked Katie Loughary to look into potential DC laws that may govern this issue.
- Favor was expressed for limiting the number of times that a Board member can call in remotely.
- One member indicated that often policies are created to respond to a circumstance. Therefore, the Board should think through potential circumstances that may warrant remote participation. She indicated that there may be circumstances during an emergency when the Board could meet by phone but not in person. These issues should be considered separately from cultural issues impacting the policy, such as the value of face to face exchange during a meeting.
- One member spoke in favor of considering telephone conferencing and video conferencing as options.
- Katie Loughary noted that the church staff does not presently have software or expertise in video conferencing.
- Another member noted the technical issues faced the previous year with members trying to participate remotely.
- Another member noted that Roberts Rules of Order indicate that a Board cannot operate by remote participation unless it has a policy that allows it. He suggested research regarding whether a remote participant can be part of the quorum. He also suggested having a definition around what is useful participation remotely and asked whether the Board wanted to consider limiting the number of people who can participate remotely in a single meeting.
- One member noted that space availability may impact the Board’s ability to meet physically.
- Another noted that the volatility of Washington, DC also may impact the Board’s ability to meet physically, particularly if there are protests or other transportation disrupters

taking place.

- Many indicated the value of face-to-face meetings and desire to keep that as the primary means of meeting.
- Several expressed support for enabling the Board to meet on an emergency basis through whatever means necessary.
- Others expressed support for enabling Board members to participate when on travel.
- The means for calling a remote meeting in an emergency were discussed and members suggested that the Board leadership could be empowered to call an emergency meeting in such a situation.
- One member noted that the congregation is invited to attend Board meetings. This would not be possible with an entirely remote meeting.
- Another member suggested not specifying the technology mean of meeting remotely in the draft policy. Leave it open to use the best or most accessible means.
- One participant suggested starting the policy with a preference for in person meetings.

Chuck Dulaney summarized the discussion as follows: The leadership team would have the ability to call a remote meeting around a special case and define terms of the meeting. Any Board member can participate remotely a certain number of times per year with their participation counting towards a quorum and vote casting. These would apply equally to phone or video technology.

Actions: Chuck will draft a policy and Katie will contact ASC's lawyer to research and interpret DC law around this issue.

Development of a Policy for Dealing with Disruptive or Unsafe Behaviors or Conflicts

Chuck Dulaney introduced the topic and Kathy Ferger from the Committee on Right Relations. There is currently no policy or process for "disposition" of conflicts between members that cannot be resolved through the Committee on Right Relations. When and how do we ask individuals to leave our community? Should we ask the CRR to suggest a policy to us? Should we do our own research? This came up because instances have occurred when the Committee on Right Relations has provided a decision to address a conflict and at least one of the members impacted did not accept the Committee's decision. The Committee asked for the Board's assistance in developing a policy for how the Board would address such issues if referred.

The ASCU Conflict Resolution Policy and Process states that "In the event that the first two levels of conflict resolution process outlined in Section V are unsuccessful, the CRR is empowered to make recommendations for resolution, consistent with the ASC Conflict Resolution Policy and Process, Bylaws and Policy Governance. It is also empowered to refer any conflicts for which a resolution cannot be reached to the Board of Trustees for disposition."

Discussion included the following points:

- Such instances are infrequent but have happened and are difficult issues for the church to address when they do. A policy for how the Board would act would be helpful when they arise.

- One participant suggested a town hall environment where the parties get to air their sides and then the members present determine a decision that would be put to the Congregation before final ruling by the Board.
- The covenant of Right Relations should guide any policy.
- The Terms of Reference currently have three levels: (1) members try to resolve the conflict on their own, (2) Committee on Right Relation gets involved and makes a ruling, (3) The issue is referred to the Board.
- Other congregations have policies on these types of issues that we could use as model.
- Some members noted that there are times when it is appropriate to ask a member to leave the church.
- One member noted that in rare instances it may be appropriate to skip steps and refer an issue directly to an ad hoc Committee.
- It will be important to consider the skills of the individuals on any Committee addressing difficult conflict issues. The members of an ad hoc committee may have little experience addressing these types of difficult challenges.

Motion: Tim Rhodes made a motion to ask the Committee on Right Relations to draft a process for addressing disruptive behavior and bring it to the next BoT meeting.

Anne Bradley seconded the motion.

Vote: The motion carried.

Rev. Hardies thanked Kathy Ferger and her team for addressing a challenging issue for the church. He stated that how we go about addressing these types of issues says a lot about who we are.

Development of a Three-Year Board Calendar

Tracy Zorpette and Ken Ambrose introduced the topic. They stated that a three-year calendar would be helpful to the Board in knowing when they should address issues. Some issues do not arise on an annual basis but need to be looked at periodically. Other members agreed that this would be helpful.

Chuck Dulaney noted similarity with Terms of Reference and asked the Governance Committee to consider taking this on. One member asked whether an addition was needed to the Terms of Reference for this purpose. Another indicated that she thought that item 12 of the current Terms allowed for development of a calendar.

Action: The Governance Committee members agreed to create and maintain a three-year calendar as part of the Committee's responsibilities.

Request to Discuss the Church Mortgage at the Next Meeting (added by consent)

John Strongman alerted the Board that there would be a discussion and Board recommendation from the Finance Committee at the next Board meeting regarding options to reduce size of a mortgage necessary to pay off the balance remaining on the church renovation project. One possible option being a loan from the church endowment and he wanted to alert the Board to this possibility. The church presently has a line of credit with First Virginia Bank which must be converted into a mortgage by April 1, 2017. Katie Loughary is analyzing the feasibility and

impacts of a loan from the church endowment.

One member asked if this suggestion equates to borrowing against TCC pledges. John responded that it would be expected that any such internal borrowing would be paid back by future TCC pledges that come in after the end of March 2017. It was noted that the investment committee manages the endowment.

Other Business

Katie Loughary noted that we go through annual process where members of the Board are set up as signatories for the church. Last year's signatures are still good and in adequate number, so Russell Cross will not be added at this time.

The next meeting will be on March 1 at 7:00 PM. A Working session is scheduled for March 4 (9:30 – 3:30). Another meeting will be held on March 29. Katie will not be available on the 29th. We will use time at the March 1 meeting to plan for the March 4 working session.

The meeting adjourned at 9:11 PM.