

**March 29, 2017 – All Souls Church Board of Trustees
Minutes of Meeting**

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

PRESENT:

Rev. Rob Hardies, Senior Minister
Chuck Dulaney, President
Anne Bradley, Vice President
Russell Cross, Vice President
Ken Ambrose, Trustee (excused at agenda item 2(d))
Peg Barrett, Trustee
Patricia Lambert, Trustee
Tim Rhodes, Trustee
Georgia Yuan, Trustee
Tracy Zorpette, Trustee
John Strongman, Treasurer
Mary Swanson, Secretary

NOT PRESENT: Katie Loughary, Executive Director

Chalice lighting and meditative poem by Rev. Rob followed by introductions.

PROCEEDINGS:

1. Agenda items 2(c) and (d) were pulled from the consent agenda for separate discussion; item 2(e) was amended to read “Approval of Beckner Committee written recommendations for grants” (see attached memorandum dated March 29, 2017, from Rev. Rob Keithan – ADDENDUM 1); and the agenda was unanimously approved as amended.

2. The modified Consent Agenda comprising the following items was unanimously approved:
 - Agenda item 2(a) – approval of March 1, 2017, minutes;
 - Agenda item 2(b) – approval of LDNC recommendations of Mary Swanson to serve as ASCU Secretary and Liz Ashwell to serve as ASCU Assistant Secretary;
 - Agenda item 2(e) - as noted above;
 - Agenda item 2(f) – approval of Executive Team authority to enter into a one-year contract with Sustainable Futures Charter School;
 - Agenda item 2(g) – approval of delegates to General Assembly noted in email from Justis Tuia, Denominational Connections Committee, dated March 22, 2017, to Katie Loughary.

3. Agenda item 2(c) – Tracy Zorpette provided the following clarification from David Pyle of the Joseph Priestly District Board as to the proposed amendment to the UUA bylaws:

The Amendment that the JPD Board has recommended would require the UUA Board of Trustees to create and publish a robust plan for staying in two-way communication with congregational Boards about issues that are before the UUA Board of Trustees... such as intentional ways of listening to congregations as well as sharing with congregations about the business and decisions before the UUA Board of Trustees. It does not say what that plan should be, only that the UUA Board of Trustees is required to have and implement a plan for linkage.

With this clarification, the previously discussed request for support from the Joseph Priestly District Board was unanimously approved.

4. Agenda item 2(d) – Following discussion, the Terms of Reference for the Audit, Finance and Investment Committees were amended and unanimously approved in the forms attached (ADDENDA 2, 3 and 4, respectively).
5. Agenda item 3 – Rev. Rob presented the Staff Report for March 2017 to the board, noting especially the favorable financial news related to the mortgage pay-down campaign. The board asked to know how much of the \$250,000 collected in this effort constituted money not previously pledged, and how much will ultimately be borrowed from reserves to enable paying down the building mortgage to \$2.5 million.

As to Sustainable Futures Charter School, it was noted that since it is a new start-up school, it is not possible to predict whether the nascent contract might later be extended beyond one year. With income from the one-year contract being integral to funding the Executive Team's staffing changes (notably extension of Rebecca Parker's contract), the board requested clarification of the following point prior to its next meeting:

Does the contract with the school include a legal escape clause by which the school could terminate the contract prematurely (e.g., if enrollment far exceeded or fell short of predictions)?

6. Agenda item 4 – Governance Committee report:
 - (a) The committee proposes development of a comprehensive checklist or template, with possible input from David Pyle or Chuck Wooldridge, to guide the creation, review and dissemination of future Executive Limitations reports.
 - (b) The multi-year calendar of board activities called for under the church's governance model is in process but not yet complete.
 - (c) The committee recommends an orientation session for all board members, especially new members, on the topic of existing ASCU rules of governance, with either David Pyle or Chuck Wooldridge as a possible facilitator. An email poll will be initiated to determine a date.

(d) The committee's understanding of the memorandum of understanding offered by David Pyle is that it represents his general sense of how to move forward and offers one approach to future governance review. No commitment to a full board process was made by the Governance Committee, and any decision about in-depth governance review will not be considered until 2018.

(e) NOTE: The Governance Committee's Terms of Reference were not discussed or approved.

7. Agenda item 5 – The Personnel Committee reports that it has not done work leading to the evaluation of Rev. Rob this year, but it has made progress in evaluating personnel benefits. A chart has been compiled with a list of UUA recommendations and input from other churches, and awaits further data being collected by Katie Loughary. The committee expects to present the chart at the April board meeting.
8. Agenda item 6 – Rev. Rob reported that the Executive Team is working with staff to build a five-year strategic plan, with input from the board and church council. He urges a new mission statement – “a new vision for the bicentennial” – that places “Beloved Community” in the center, and believes that the Policy Governance Framework should be consistent with the new mission. The concern, as discussed at length, is that current Bylaws specifically incorporate a mission statement adopted in 2002 in the corporate purpose clause (Article II, Section 1) – requiring congregational action to amend; the Policy Governance Framework recites a different mission statement (Section B); and the mission stated every Sunday in the welcome by the worship associate is a third variant. At issue is whether it is advisable to reference the mission statement at all in the purpose clause of the Bylaws. One view suggests that the Bylaws should be sparsely worded, including no more than is legally necessary, thus enabling flexibility in changes to mission and goals as the needs of the church change. The counter view is that by explicitly stating the mission in the Bylaws, the congregation is assured that it will not change without their direct input. The discussion is ongoing. It was also noted that David Pyle is available to perform a review of the Bylaws.
9. Discussion of agenda item 7 was postponed for lack of time.

The meeting was adjourned at 9:10 pm.

NEXT MEETING DATE: April 26, 2017 (regular board meeting)

Minutes submitted by Mary Swanson, Secretary

ADDENDUM 1

To: All Souls Board of Trustees
From: Rev. Rob Keithan, on behalf of the All Souls-Beckner Advancement Fund
Committee cc: Anne Womer and Nancy Gist, Beckner Committee Co-Chairs
Date: March 29, 2017

EXTERNAL

The Beckner Committee recommends the following external grants for Board approval:

\$10,000 to Community Foodworks

Community Foodworks (CFW) works to increase access to healthy local food for underserved populations while building a more sustainable and equitable food system. They operate a portfolio of innovative food access programs that improve the lives and health of low-income and vulnerable community members. Beckner funding will help CFW to start a pioneering food access program that will serve families that, due to their immigration status, are hindered from receiving Federal Food Assistance.

\$25,000 to Many Languages One Voice

The mission of Many Languages One Voice (MLOV) is to foster leadership and provide tools for greater civic participation of immigrants in DC who do not speak English as a primary language in solutions that impact their lives. Beckner funding would help MLOV launch "Our Rightful Place," a campaign to organize against the repressive policies the administration has brought against our immigrant members, communities of color, and our own families.

\$15,000 to *Trabajadores Unidos* of Washington DC

Trabajadores Unidos of Washington DC (TUWDC) works to empower immigrants and low-income workers, especially day laborers who are vulnerable to exploitation and wage theft. Beckner funding will help TIJWDC build a local campaign to confront aggressive policies aimed at deporting undocumented immigrants from DC.

\$15,000 to the Washington Peace Center

The Washington Peace Center provides political education, strategic resources, and support for direct actions for those working for positive social change and a world free from oppression. Beckner funding would help WPC support Intersectional Racial Justice Activism and Rapid Response in the District.

ADDENDUM 2

All Souls Church, Unitarian Audit Committee Terms of Reference

Approved by the BOT March 29, 2017

PURPOSE

The Audit Committee is a board committee of All Souls Church, Unitarian. The main duties of the Audit Committee are to:

DUTIES

- Ensure the church is following its financial policies (including investments, endowments, and legal requirements of bequests and other purpose restricted gifts) with recommendations to the Board as needed
- Review and select audit firm for recommendation to the Board
- Oversee the annual audit or financial review process and results

MEETINGS

- At least quarterly, with formal minutes accessible by the Board.

REPORTING

- Report to the Board on a regular basis via the Treasurer or designees
- Submit a report to the Board annually
- Meet with the Board periodically, if requested by the Board

MEMBERSHIP

- The Audit committee will consist of at least six members:
 - Treasurer – (voting)
 - At least three members of the congregation with three year terms, one of whom serves as committee chair (voting)
 - Board liaison (voting)
 - Executive Director (non-voting)
- Committee members from the congregation are selected by the board for rolling 3-year terms (maximum 2 in succession)
- Board representative is appointed annually
- Membership Requirements: Education and or work experience in accounting or business law or non-profit compliance, or other appropriate experience as approved by the Board.

ADDENDUM 3

All Souls Church, Unitarian Finance Committee Terms of Reference

Approved by the BOT March 29, 2017

PURPOSE

The Finance Committee is a board committee of All Souls Church, Unitarian. The main duties of the Finance Committee are to:

DUTIES

- Support the Treasurer and Executive Director in preparing and monitoring the budget and future budget projections (e.g. 5 year plans)
- Monitor the annual giving campaign and other fund-raising
- Develop gift and grant policies and programs for recommendation to the Board
- Advise the Board on church borrowing
- Take on other ad hoc finance related assignments as assigned by the Board.

MEETINGS

- At least every other month, with formal minutes accessible to the Board

REPORTING

- Report to the Board monthly via the Treasurer
- Submit a report to the congregation at the annual meeting

MEMBERSHIP

- The Finance committee will consist of at least six members:
 - Treasurer – who serves as committee chair (voting)
 - At least three church members with three year terms (voting)
 - Board representative (voting)
 - Executive Director (non-voting)
- Committee members from the congregation are selected by the board for rolling 3-year terms (maximum 2 in succession)
- Board representative is appointed annually
- Membership Requirements: Strong numerical and financial acumen, broad understanding of the church's mission and activities (typically acquired by at least 3 years as active church member, related work or volunteer experience, and mature judgement.)

ADDENDUM 4

All Souls Church, Unitarian Investment Committee Terms of Reference

Approved by the BOT March 29, 2017

PURPOSE

The Investment Committee is a board committee of All Souls Church, Unitarian. The main duties of the Investment Committee are to:

DUTIES

- Provide oversight of the church's investments and endowments
- Review and advise the Board on any changes to investment policy
- Implement the investment policy
- Review and select investment advisor every three years (or other period as appropriate) for recommendation to the Board.
- Recommend annual distribution amounts to the Board

MEETINGS

- At least every other month, with formal minutes accessible to the Board

REPORTING

- Report to the Board monthly via the Treasurer or committee chairperson
- Submit a report to the Board quarterly (covering investment returns and any other developments) and annually (which also includes recommended distribution for the next year church operating budget)

MEMBERSHIP

- The Investment committee will consist of at least six members:
 - Treasurer – (voting)
 - At least three church members with three year terms, one of whom serves as committee chair (voting)
 - Board liaison (voting)
 - Executive Director (non-voting)
- Committee members from the congregation are selected by the Board for rolling 3-year terms (maximum 2 in succession)
- Board representative is appointed annually
- Membership Requirements: Education and/or work experience in a financial field (e.g. economics, finance, banking, finance-related law). Strong knowledge of investment principles and familiarity with broad range of investment vehicles.