

**August 24, 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
Katie Loughary, Executive Director
Chuck Dulaney, President
Anne Bradley, Vice President
Russell Cross, Vice President
Ken Ambrose, Trustee
Peg Barratt, Trustee
Patricia Lambert, Trustee
Tim Rhodes, Trustee
Georgia Yuan, Trustee
Tracy Zorpette, Trustee
Elizabeth Ashwell, Assistant Secretary
Jennifer Bruneau, Membership Secretary
John Strongman, Treasurer
Mary Swanson, Secretary
Kathy Ferger
Emily Koechlin
Mary Topolinski
Other (unknown)

NOT PRESENT: Rev. Susan Newman Moore, Associate Minister

Chalice lighting and shared reading of The Covenant of Right Relations.

PROCEEDINGS:

1. Agenda item 1 - The agenda was unanimously approved.
2. Agenda item 2 - The Consent Agenda comprising one item – approval of the minutes of the June 14 BOT meeting -- was considered. Peg Barratt requested that her name be correctly spelled and that one of the subheadings under item 2 be clarified to read: "Governance Committee Recommendation for Proposed Changes to Executive Limitations on Communications as Contained within the Policy Governance Framework." The minutes as amended were unanimously approved.

3. Agenda item 3 - Jennifer Bruneau updated the board on membership matters, noting that a July meeting of persons desiring membership totaled 23 and represented "good diversity"; that child care will be provided for the next meeting on October 4; that a brief questionnaire will be directed to new members to determine their level of engagement; that her goal is to update the membership rolls in advance of the next annual meeting.
4. Agenda item 4 – Mary Topolinski reported on behalf of the Leadership Development and Nominating Committee (LDNC). She noted that the deadline for submitting names/applications of potential candidates for election at the 2017 annual meeting is September 24, with October to be devoted to interviews by the committee. The committee is planning a "welcome back" event for current and prospective leaders (likely on either October 14 or 19) at which the attendance of trustees would be useful in order to share with attendees the nature of a trustee's role in the church. The board noted that Chuck Dulaney, Peg Barratt and Ken Ambrose will be leaving the board at the end of this year, and suggested that their ideal replacements collectively should enhance diversity, exhibit technology skills (e.g., Google Drive), have executive and/or financial experience in other organizations, especially large non-profits, and include a mature representative of Young Souls who understands the responsibilities of board membership. Mary agreed to weave these wishes into future postings by the LDNC.
5. Agenda item 5(a) – Tracy Zorpette reported that the Governance Committee's Terms of Reference call for an annual review of the Board Covenant, currently set out in the Policy Governance Framework. Preliminary to that review, Tracy had the trustees and officers fill out brief responses to the questions: What do I promise the group? What does the group promise me?

Agenda item 5(b) – In response to the requirement of the Policy Governance Framework that the board maintain a system of self-evaluation, Georgia Yuan proposed that the board fill out a simple evaluation form, routinely included in the meetings' handouts, to be completed at the end of each meeting. A draft will be provided for consideration at the next meeting.

Agenda item 5(c) – Tracy Zorpette distributed copies of the updated Policy Governance Framework for inclusion in personal binders on church policy maintained by the trustees and certain others.

Agenda item 5(d) – Ken Ambrose requested that trustees provide input within the next week for formulation/revision of a trustee job description to be shared with the LDNC for recruiting purposes.

Agenda item 5(e) – Tracy Zorpette indicated that the board needs to start a conversation on whether it is successfully "outreaching" to the congregation. In this regard, Emily Koechlin suggested the posting of a preliminary agenda of matters that the board expects to discuss at upcoming meetings so that congregants can determine whether to attend a meeting. She also pointed out the need for congregants to know whom to contact with concerns, and suggested scheduled listening sessions held by one or more trustees at intervals. Tracy agreed to send an email to the board and officers asking for suggestions on outreach.

6. Agenda item 6 – John Strongman discussed the need to appoint an Assistant Treasurer to fill the vacancy left by the resignation of Reeve Tyndall. He pointed out that the primary role of the Assistant Treasurer is to supervise counters (with different counters acting throughout the month), there being little overlap in duties with those of the Treasurer. He suggested that in light of the need for the officer to be present every week throughout the year, the board consider appointing two, not one, Assistant Treasurers, to divide responsibilities. Ken Ambrose moved to nominate John Crowe to fill the remaining term (through December 2017), with check-signing authority, all contingent upon acceptable results of a criminal (not financial) background check, which Katie Loughary agreed to secure. The nomination was approved, with Peg Barratt dissenting. Chuck Dulaney asked that the issue of whether to appoint one or two Assistant Treasurers be added to the agenda for October or November.
7. Agenda item 7 – Anne Bradley for the Personnel Committee distributed a sample survey for evaluation of Rev. Rob's performance. There followed numerous comments on how to amend the form; whether there was an expectation by people participating in the survey that they would be privy to the results (which would not be the case); and what exactly Rob's job description is (i.e., whether his call letter still applies). Chuck Dulaney recommended that the committee (himself, Anne Bradley and Russell Cross) reconsider the survey and discuss the matter further with Rev. Rob and then get back to the board for approval. He also agreed to revisit details related to employee benefits when the budget is considered.
8. Agenda item 8 – Chuck Dulaney indicated that there is currently no solution in church policy for how to proceed if an issue involving disruptive behavior reaches an impasse with the Committee on Right Relations (CRR). According to the church's lawyer, an amendment to the bylaws would be required to cancel the disruptor's church membership or to remove the person from the premises, although the person could be banned from specific activities on the premises. Kathy Ferger, speaking for the CRR, said that her group does not want to be seen as a disciplinary entity – e.g., telling someone that they cannot return to church – or adjudicator/fact-finder, but rather as a mediator. Considerable discussion followed, with consensus being that Chuck Dulaney will post a draft policy onto Google Docs for editing by the board, followed by deliberation among himself, Tim Rhodes and a person on the CRR, with the aim of being prepared to take action at the September board meeting. Tracy Zorpette noted that the Governance Committee, with input from UUA governance specialist David Pyle, is currently reviewing the bylaws.
9. Agenda item 9 – The board was referred to the written report of the Executive team. Katie Loughary further advised that a contract has been signed with Sustainable Futures Charter School and that accreditation has been completed. The contract is in place through June 2018, although the parties may renegotiate beginning January 31, 2018.
10. Agenda item 10 – A motion was unanimously approved to move to executive session to discuss confidential personnel matters, the Secretary not being present for note taking.

NEXT MEETING DATE: September 27, 2017

Minutes submitted by Mary Swanson, Secretary