

All Souls Board of Trustees
Minutes of Meeting
December 13, 2017

Called to order at 7:00 pm by President Tim Rhodes

PRESENT

Rev. Rob Hardies, Senior Minister
Tim Rhodes, President
Russell Cross, Vice President
Tracy Zorpette, Vice President
Patricia Lambert, Vice President
Anne Bradley, Trustee
Robert Jayes, Trustee
John Schuettinger, Trustee
Esther Strongman, Trustee
Fran Jackson, Secretary
Katie Loughary, Executive Director

NOT PRESENT

Rev. Susan Newman Moore, Associate Minister (on leave)
John Strongman, Treasurer
Georgia Yuan, Trustee

PRESENTERS

Judith Clark, Silver Souls
Judy Hogan, Silver Souls
Richard Douglas, Audit Committee

PROCEEDINGS

1. Approval of the Agenda. The Agenda was approved. See Addendum A
2. Approval of Consent Agenda.
 - a. Minutes from the November 15, 2017 BOT meeting. Minutes were not available so approval was moved to January 31, 2018 meeting.
 - b. Insert date for publication of Whistleblower Policy into the written policy. The Board approved the motion to insert date for publication of Whistleblower Policy into the written policy.
 - c. Resolution authorizing signatures on behalf of All Souls Church, Unitarian. The Board approved the motion to authorize signatures on behalf of All Souls Church, Unitarian.

3. Presentation of Request from Silver Souls Regarding Funding for a Bicentennial Project. Judith Clark and Judy Hogan, President, presented a request from Silver Souls for refurbishing the David Eaton Room over the next three years in time for the Centennial celebrations. The Board requested that a plan for specific projects, cost estimates, and a timeline be presented to the Board at the board meeting on February 28, 2018.
4. Discussion with members of Audit committee re: audit report, overpayment, and status of revising financial policy.
 - a. Audit Report. Richard Douglas and Katie Loughary, Executive Director, represented the Audit Committee. The letters from the auditors and an adjustment of journal entries are attached.
 - b. Overpayment. Earlier questions about the audit including a 10K overpayment were addressed in the attached email from Katie Loughary. The current auditors are serving a three-year contract (2016-18). The Board can direct the auditors to pay special attention to specific areas such as salaries and benefits, for example. The Board will take the opportunity to meet directly with the auditors at a date to be set in 2018.
 - c. Revising financial policy. It has been four years since the Audit Committee engaged in a review of the church's financial policies and procedures. This would consider whether there were any overlaps with Audit, Finance and Investment committees regarding financial responsibilities. The responsibilities of the Audit, Finance, and Investment Committees have been configured in a variety of ways in the past. The Board agreed to continue additional financial policy discussion to the next board meeting.
5. Comments and Questions regarding written reports from the Executive Team. Rev. Rob Hardies has asked Rev. Rebecca Parker and Rev. Rob Keithan to work with Young Souls. The Reports from the Executive Team are included in the Board's agenda packet.
6. Appointments to Board Committees. President Tim Rhodes made appointments to the following committees.
 - a. Governance: Patricia Lambert, Georgia Yuan
 - b. Personnel: Russell Cross, Tracy Zorpette, Esther Strongman
 - c. Audit: John Schuettinger
 - d. Finance: Anne Bradley
 - e. Investments: Robert Jayes
 - f. Right Relations: Robert Jayes

7. Forgivable Loan Contracts. It was recommended that forgivable loan contracts be moved to the Personnel Section of the digital files as amendments to call letters. The Board approved this recommendation.

Regular meeting adjourned at 8:30.

Minutes submitted by Fran Jackson, Board Secretary

NEXT BOARD MEEETING: January 31, 2018 Regular meeting

Motion to authorize the appropriate board members and officers as Authorized Representatives of the church's financial accounts.

Motion approved the motion at the December 13, 2018 meeting.

Each of the following named individuals are hereby designated as Authorized Representatives of the Church's accounts at the institutions listed below, and are hereby authorized individually, with the countersignature or co-signature of at least one additional individual named below, to give instructions on behalf of the Church for transactions in said account, and specifically (i) to give written instructions, by mail or fax, to the Institution to buy, sell and transfer securities, and (ii) instruct the transfer of funds by wire, check, letter, or fax from said account to or for any other account of the Church:

- Tim Rhodes, Board President
- Russell Cross, Board Vice President
- Patricia Lambert, Board Vice President
- Tracy Zorpette, Board Vice President
- John Strongman, Treasurer
- John Crowe, Assistant Treasurer
- Katie Loughary, Executive Director

Institutions include:

- First Virginia Community Bank
- Industrial Bank of Washington
- Fidelity
- Unitarian Universalist Common Endowment Fund
- TIFF
- Vanguard