

**Final**

**February 28, 2018 – All Souls Church Board of Trustees  
Minutes of Meeting**

Called to order at 7:10 pm by President Tim Rhodes.

**PRESENT:**

Tim Rhodes, President  
Anne Bradley, Trustee  
Russell Cross, Vice President  
Robert Jayes, Trustee  
Patricia Lambert, Vice President  
John Schuettinger, Trustee  
Esther Strongman, Trustee  
Georgia Yuan, Trustee  
Tracy Zorpette, Vice President  
Mary Swanson, Secretary Pro Tem  
Rev. Rob Hardies, Senior Minister  
Katie Loughary, Executive Director  
Other congregants

**NOT PRESENT:**

Fran Jackson, Secretary  
John Strongman, Treasurer

Chalice lighting and reading of the board's internal covenant.

**PROCEEDINGS:**

1. The agenda was unanimously approved with no additions.
2. Patricia Lambert agreed to serve as Process Observer.
3. Agenda item 1 – Subject to amendment of the January minutes as noted below, the consent agenda, comprising the following items, was unanimously approved:
  - (a) Approval of the January minutes, amended to make specific mention of each element of the consent agenda under agenda item 1.

- (b) Approval of a grant making policy that would allow the Beckner Advancement Fund Committee to reserve 0.05% of the fund's annual allocation (currently approximately \$5,000) for "rapid response grants" up to a maximum of \$1,000 per grant, without board approval.
  - (c) Approval of Beckner Program Officer position as detailed in a draft Memorandum of Understanding (see attached).
  - (d) Approval of Kyla Dixon's application to serve on the Committee on Right Relations for a term of three years.
- 4. Representatives of the Committee on Right Relations, Tom Dunne and Goldia Hodgdon, expressed their intent to make a five-minute presentation to the board at this meeting.
  - 5. Agenda item 2 – Committee reports were presented as follows:

#### Leadership committee

Tracy Zorpette reported that initial steps had been taken to secure a consultant.

#### Personnel committee

- (a) Esther Strongman reported that a meeting of the personnel committee with Rev. Rob had been scheduled and that a final time line for evaluations (both on-line short-answer surveys and lengthier written evaluations) will be presented at the next board meeting, with the expectation that the evaluation process will be completed by the end of May. Congregant Susan Rogers asked whether there would be an opportunity for the congregation to be involved in the evaluation process and to observe the meetings. Tracy and Esther stated that they regarded the evaluation process to be the job of the board, but that input from the congregation would be sought. They said that the board intends to use a modified version of the "Fulfilling the Call Evaluation Tool" found in the UU Ministers' Association website (uuma.org), and Susan and other interested parties were invited to send any proposed additions to Esther. They further assured those present that when the survey results are compiled, a report will be available. It was noted that Rev. Rob's last evaluation was in 2014.
- (b) Tracy reported that Jan Gartner of the UUA is involved in the process of reevaluating health care coverage for staff dependents.
- (c) Russell Cross asked to postpone a report on the Interim Executive Director hiring process until executive session.

#### Governance committee

- (a) Georgia Yuan reported that congregational meetings are scheduled for March 11 and April 22, 2018. The March 11 meeting will be led by the church council. David Pyle will lead a question & answer session on April 22 to explore the current governance structure and alternative options.
- (b) Georgia agreed to provide to the board a link to David Pyle's notes taken at the board's retreat held the preceding weekend. She indicated that David is preparing for board consideration a Memorandum of Understanding for a full governance assessment (similar to the Bylaws review that he shared last year), which would necessarily be completed by the time he is deployed to the Middle East in July. Julia Sayles requested the notes from the retreat. Georgia explained the nature of the notes and Julia revised her request for the information David Pyle shared with the Board. Georgia was thanked for her efforts in planning the retreat.

#### Finance committee

Anne Bradley reported that the final actual figures for the year 2017 were under budget by \$10,000. She further advised that the committee will meet this coming Sunday to discuss internal procedures and processes.

#### Audit committee

Anne reported that John Strongman will be in the same meeting on Sunday to discuss internal finance procedures, and that the audit committee will meet again later in the month, with a report to the board in March. Katie Loughary reviewed with the board the various safeguards that are in place to ensure that use of the church's corporate credit card is legitimate, and addressed recent allegations/misunderstandings related to its use. She acknowledged that an international airlines flight had been charged to the office manager's card, but that the charge was fraudulent, and was eventually successfully challenged.

#### Investment committee

Bob Jayes reported that the investment committee hopes to meet later this week.

#### Beckner committee

No report.

#### Behavioral committee

Bob Jayes reported that members of the behavioral committee whose terms have expired were thanked, and that Chris Milner has offered to help find former trustees who are willing to serve on the committee.

#### Committee on Right Relations

6. Although Bob Jayes, the board's liaison, restated that he had been unaware of any meetings or presentations by the Committee on Right Relations, the board agreed to permit members of the committee to make a brief presentation. Goldia Hodgdon asked the board to consider a process for dealing with the current crisis surrounding the departure of Rev. Susan Newman Moore. She distributed a draft memorandum from Kathryn Ferger, chairperson of the committee, addressed to Rev. Rob and the board, calling for "a restorative justice approach," which Goldia described as a sophisticated version of mediation where "we talk with each other, not about each other." Esther Strongman noted that the handout did not set out a sufficiently definitive procedure. Anne Bradley questioned whether the matter fell within the scope of the committee's authority, since it was her view that the committee had been formed to handle conflict among congregants and not issues related to staff. Tim Rhodes, noting that the matter was outside of the agenda, directed that the handout be assigned to Bob Jayes for modification and presentation at the next board meeting. Georgia Yuan thanked those who had brought the matter forward and noted the potential for confusion with pure employment issues. Tracy Zorpette stressed that it is not feasible to address conflict transformation and conflict management at the same time; that they must be considered in two separate processes.
7. Agenda item 3 – Rev. Rob indicated that he would provide his Executive Team report in executive session following this meeting. Georgia Yuan expressed gratitude that the Sustainable Futures Charter School would be under contract through July 2019, as noted in the Executive Director's report. Rev. Rob expressed gratitude to the congregation for a pattern of steadily increasing donations and contributions over the past four years, also noted in the report.
8. Agenda items 6 and 7 – Katie Loughary asked to postpone discussion on a new protocol for funding of social justice initiatives and funding for the Asylum Seekers and Refugee Project until the March board meeting, noting that Rev. Rob Keithan wants to be present.
9. Agenda item 4 – Brian Simmonds Marshall, as part of an ad hoc search committee of the board comprising three past board presidents that includes Jenice View and Sterling Lloyd, led the discussion on filling the Executive Director position. The position will be vacant as a result of Katie Loughary's upcoming retirement. Brian noted that Katie intends to leave at the end of April, but is willing to come back as a consultant after a six-week vacation. Given the state of flux surrounding the church's governance procedures, the board opted for hiring an Interim Executive Director to serve until new governance policies are in place that better define the scope of authority of the permanent Executive Director. Following lengthy discussion, the board unanimously adopted a Resolution Regarding Executive Director Vacancy (including timeline and position descriptions and qualifications for both interim and permanent roles) in the form attached to these minutes.
10. Agenda item 5 – Anne Bradley confirmed that John Strongman intends to resign as board treasurer; that the Leadership Development Nominating Committee has been notified; that no recommendations have been received to date; that neither the assistant treasurer nor Peg Barratt is interested in the position; that the board has the authority to fill the vacancy; and that John has agreed to serve until a replacement has been found. Anne agreed to continue to press the LDNC for a candidate, to place a notice in the bulletin and to urge John to "hang on."

11. Additional business – Susan Rogers, as an advocate of Rev. Susan, urged the board to consider Rev. Susan’s more than seven years of faithful service to All Souls when the issue of severance is negotiated.
12. Agenda item 9 – Around 9:30 pm, a motion was unanimously approved to move to executive session to discuss confidential personnel matters.

Minutes submitted by Mary Swanson, Secretary Pro Tem

**UPCOMING DATES:**

March 11, 2018	Council-led congregational meeting following second service
March 28, 2018	Monthly board meeting
April 22, 2018	Congregational Q&A to discuss policy governance
May 19, 2018	Church council meeting

## **Memorandum of Understanding**

This Memorandum of Understanding (“MOU”) is made on [date] between All Souls Church, Unitarian, Board of Trustees (“Board”), the Executive Director, and the All Souls Beckner Advancement Fund Committee (“Committee”) for the purpose of establishing roles and responsibilities in management of the contract for the Beckner Advancement Fund Program Officer (“Program Officer”).

The parties acknowledge that no contractual relationship exists between them by this MOU but agree to work together in the spirit of partnership and shared desire to maximize the potential of the Beckner Advancement Fund to advance social justice and fight oppression in our community. Parties agree to be guided by the All Souls Church Covenant of Right Relations and principles of transparency, accountability, compassion, service, and partnership.

### **Role of the Executive Director**

The Executive Director shall negotiate a contract with the Program Officer based upon parameters agreed upon with the Committee. The Executive Director shall sign the contract between the Program Officer and the Church and have overall responsibility for management of the contract. The Executive Director’s responsibilities including timely payment of invoices from the Program Officer, following review and approval by the Committee Chairs; preparing required tax forms; and ensuring work is completed per the terms of the contract, in partnership with the Committee Chairs, who shall have day-to-day responsibility for directing and reviewing the work of the Program Officer. The Executive Director may choose to delegate some of their responsibilities to a member of the Church staff, such as the Minister for Social Justice.

### **Role of Committee Chairs**

Since a primary role of the Program Officer is to support the Committee in grantmaking and strategic management of the Beckner Advancement Fund, the Committee Chairs shall have day-to-day responsibility for directing and reviewing the work of the Program Officer, keeping the Executive Director or designated staff member informed of the Program Officer’s work. When the Program Officer submits an invoice for services, the Committee Chairs shall promptly review it and make a recommendation for payment to the Executive Director or designated staff member. The Committee Chairs shall draft and submit to the Board on an annual basis a report assessing the performance of the Program Officer, with input from the Executive Director or designated staff member. The Committee Chairs shall raise any concerns regarding the performance of the Program Officer to the Executive Director, to be addressed per the terms of the contract, if they are unable to first resolve the issue directly with the Program Officer.

### **Resources**

The Board of Trustees has fiduciary responsibility for the Beckner Advancement Fund. On October 25, 2017, the Board approved the use of funds from the Beckner Advancement Fund to

hire a Program Officer under contract. By approving this MOU, the Board authorizes the Executive Director sign a contract for a Program Officer, implementing this decision.

Fees for third-party accounting services associated with managing this contract may be charged to the Beckner Advancement Fund.

**Dispute Resolution**

All parties to this MOU commit to resolving any conflicts according to the All Souls Covenant of Right Relations, which states that “We resolve conflicts directly, using openness and compassion. Make every effort to settle differences directly and openly; stay engaged with each other through difficult conversations; hold ourselves responsible for hearing all sides.” If a disagreement arises between the Executive Director and the Committee over management of this contract that the parties are unable to resolve among themselves, the matter will be elevated to the Board of Trustees for resolution.

**Dissolution and Changes to the MOU**

Any party may dissolve this MOU with 30 days written notice to the other parties. Any changes to this MOU must be agreed upon by all parties, and the MOU updated accordingly.

## **RESOLUTION REGARDING EXECUTIVE DIRECTOR VACANCY**

Whereas the Church's Executive Director has announced her intention to retire from full-time service to the Church as soon as March 31, 2018 and no later than May 8, 2018; and

Whereas the Board of Trustees is actively considering restructuring of the management and governance of the Church; therefore

BE IT RESOLVED by the Board of Trustees, that it hereby:

1. Intends to appoint an Interim Executive Director for a term to begin in April 2018 and to end no later than December 2018, consistent with the attached draft job description, hiring announcement, and search timeline;
2. Appoints Jenice View, Brian Marshall, and Sterling Lloyd (or an alternative designated by the Board President in consultation with the search committee and the personnel committee) as an ad hoc committee of the Board to search for an Interim Executive Director ("Search Committee");
3. Requests that the Search Committee:
  - a. Publicize the Interim Executive Director position;
  - b. Consider applications from and interview candidates for the position;
  - c. Recommend, in consultation with the Senior Minister and one or more Trustee(s) designated by the Board President, to the Board of Trustees an individual to be hired as Interim Executive Director;
4. Further requests the Search Committee negotiate an agreement with the Executive Director for consulting services for the approval of the Board of Trustees; and
5. Further requests the Search Committee:
  - a. Recommend to the Board of Trustees by March 24, 2018 a search process and timeline to hire a permanent senior executive position whose duties are anticipated to include some or all of the duties currently assigned to the Executive Director. The timeline should assume that the duties of such a position will be defined by the Board of Trustees no later than June 30, 2018, and the position will begin work as early as September 2018 and no later than December 2018; and

- b. Recommend to the Board of Trustees by May 2018 a slate of Church members to serve on an ad hoc committee of the Board to search and hire for that position.

*Board of Trustees, All Souls Church, Unitarian*

*Adopted: February 28, 2018*

**Job Announcement  
Interim Executive Director  
All Souls Church, Unitarian  
Washington, D.C.**

All Souls Church, Unitarian in Washington, D.C. seeks an Interim Executive Director to manage the Church's financial and administrative operations. Major areas of responsibility include management of finances and the budget, human resources, facilities, and information technology. The Interim Executive Director supervises a staff of 11 and works collaboratively with the Board of Trustees, ministerial staff, program staff, and lay leaders. Our church has over 1, 100 members and annual budget of over \$2.3 million. The interim position is expected to begin in April 2018 and is expected to continue for five to nine months. Competitive compensation and benefits. Non-profit and church experience is a plus. Submit a cover letter and resume to [allsoulsdcsearch@gmail.com](mailto:allsoulsdcsearch@gmail.com) as soon as possible, but not later than March 15, 2018.

## **All Souls Church, Unitarian Position Description**

**Position Title:** Interim Executive Director

**Purpose of Position:** To accomplish the Mission and Goals of this vibrant, growing, multicultural, progressive religious community. This is done in collaboration with the other members of the Executive Team, staff, and lay leadership of the Church, with the appropriate use and delegation of power, and within the limitations of authority established by the Board of Trustees.

**Reports to:** Senior Minister. The Interim Executive Director works collaboratively with the Board of Trustees. As a member of the senior staff, the Interim Executive Director serves on the Executive Team and provides regular reports to the Board of Trustees and to the congregation.

**Supervises:** Administrative, financial, technology, facility, event coordination, membership and volunteer director, custodial staff, contract and casual labor, as well as administrative volunteers and other staff as directed.

### **Interim Executive Director's Principle Responsibilities:**

#### **General Administration and Reporting**

- Provide oversight regarding church policies and procedures. As necessary provide assurances to the Board of Trustees that board policies are being fulfilled by complying with the monitoring schedule and expectations as outlined in All Souls Church's governing policies.
- Support the function of the Treasurer and Assistant Treasurer, seeing that the directives of the Board of Trustees are executed and ensure that the financial records of the organization are kept and maintained in an orderly manner
- Develop and maintain efficient, effective, office systems and procedures
- Handle complaints effectively and resolve problems as they arise
- Support the preparation of annual reports to the congregation, periodic reports to the Board of Trustees, and notices in the newsletter
- Participate in Executive Team meetings, church staff meetings, and Board meetings
- Assign tasks and deadlines to administrative staff to meet organizational goals
- Plan and initiate administrative projects
- Keep abreast of current issues and changes in the field of Church Administration, recommending or making changes to policies and procedures as appropriate
- Plan and implement programs and systems within the context of rapid institutional growth and change

**Financial Management:**

- Negotiate and manage charter school contracts
- Lead development of Annual Budget in cooperation with appropriate congregational designees (Treasurer and Board members) and the Executive Team
- Work with financial committees and Board representative in execution of their duties
- Protect the church's assets
- Oversee bookkeeping and financial reporting
- Present monthly financial reports to Board
- Coordinate independent audit as determined by the Board
- Manage cash flow and support the investment management
- Oversee the accounts payable process: monitor all spending relative to budget and initiate and approve payment vouchers
- Oversee and manage payroll and payroll tax reporting
- Act as staff liaison for annual pledge canvass, maintain pledge information, organize and supervise data entry, oversee and manage pledge statements and reports
- Develop and maintain accounting policies and procedures to assure compliance with financial controls and procedures
- Review or put system in place for review of bank reconciliation, deposits, etc.
- Maintain appropriate insurances and file claims as needed
- Negotiate large contracts for services, equipment, and space usage. Make recommendation to Board for approval of large contracts.

**Personnel Management / Human Resources:**

- Hire, coordinate, supervise, evaluate staff within scope of responsibility
- Maintain personnel records, payroll records, paid time off (PTO) and leave records, for all staff
- Oversee benefits programs including pension plan and all insurance programs (health, dental, life, disability, workers compensation, COBRA)
- Interpret, communicate and revise (as needed) the Personnel Policy Manual
- Conduct or arrange for staff training as needed

**Volunteer Management**

- Recruit, train, supervise, and thank volunteers for office tasks such as those relating to reception, telephone coverage, finance, publications, facilities and technical support

**Facilities Management**

- Provide oversight for facilities management, including:
  - hiring, supervision and evaluation of facilities staff, vendors, contractors, consultants, and support teams
  - maintenance, care, scheduling and development of the building
  - building and grounds support contracts such as for copier maintenance, cleaning services, fire extinguisher maintenance, HVAC, etc.
  - timely purchase of cleaning supplies, paper goods, etc. as needed

- proper use and rental of church facilities
- the safety and security of the building and building users
- monitor Food Service Management to ensure legal compliance and safe food handling practices.
- purchase and maintain office and maintenance equipment and furniture as needed
- assign and monitor use of storage areas, bulletin boards, walls for display, etc.
- develop and maintain key tracking system

### **Capital Campaign**

- Act as Executive Team lead on all capital planning and fund-raising efforts
- Manage implementation of capital renovations

### **Systems Management**

- Research and implement appropriate information technology systems to improve internal control and organizational effectiveness
- Ensure that All Souls Church, Unitarian has a computer platform that is stable, scalable, and adequate to support the operational and data needs of the church and can accommodate the growth needs of the church as appropriate
- Ensure that appropriate computer backup and security systems are in place
- Oversee deployment of appropriate software applications that emphasize integrity of data, ease of use and effective office operations
- Act as principle liaison with outside technical support services

### **Information Management**

- Supervise preparation of all church publications, including the newsletter, Sunday bulletins, brochures, pamphlets, press releases, website, etc.
- Supervise compilation of Annual Reports – solicit contributions, set deadlines, supervise production
- Supervise publication of the Church Directory
- Oversee accurate tracking and reporting of statistics such as for attendance and membership
- Report membership statistics and information for annual UUA certification and directory and to Joseph Priestley District when requested.
- Maintain accurate information for UU World subscriptions
- Maintain church records with appropriate filing systems
- Oversee church archives

### **Program Support**

- Oversee accurate and confidential management of church membership data, so that it meets program needs and organizational goals
- Provide data, lists, labels and budgets to appropriate committees upon request
- Ensure appropriate supplies for hospitality and worship
- Ensure necessary support for Sunday worship services and activities
- Ensure necessary support for denominational activities and events
- Ensure necessary support to committees as appropriate

**This page will not be included with Position Description**

**Qualifications:**

- Appropriate education and experience in non-profit financial management, facility management, administration, and human resources
- Highly developed oral and written communication skills
- Highly developed and effective management style, both with paid staff and volunteers
- Highly developed computer skills including spreadsheet, word processing, database and communications software
- Willingness to transfer skills and grow the personal and professional capabilities of staff and those supervised
- Ability to plan for, lead, assess risks, and implement rapid organizational growth and change

**FTE:**

This is an interim full year, full-time, salaried, exempt position, until a permanent senior executive staff is hired. Normally 40 hours per week (typically Sunday through Thursday). Some evening and off-day hours are required.

**Benefits:**

- Federal, DC, and FICA and Medicare taxes are withheld; the church pays the employer's portion of FICA and Medicare
- Health, life and dental insurance are available as provided by the church
- Long-term disability insurance is paid by the employer
- The church carries worker compensation insurance
- The church will contribute to a pension savings account at the Unitarian Universalist Association after one year of employment with the church. The funds are vested immediately. The church contribution is based on a percentage of gross salary (currently 10%).
- Paid Time Off as provided per Personnel Policy
- Professional expenses for smartphone, conferences, education and training as budgeted

**Evaluation:**

A review will take place within the first 60 days of employment by the Board Personnel Committee in consultation with Trustees, Officers, Senior Minister, and other staff.