

**ALL SOULS CHURCH, UNITARIAN**  
**DRAFT MINUTES OF ANNUAL MEETING**  
**December 10, 2017**

The meeting was called to order at 1:15 pm by Brian Marshall, who later served as the meeting's parliamentarian.

The chalice was lit and a responsive reading of the Covenant of Right Relations was led by second vice president Russell Cross and first vice president Anne Bradley.

**PROCEEDINGS:**

1. Agenda item 1a - Jennifer Bruneau, membership secretary, confirmed the presence of a quorum.
2. Agenda item 2 – Pursuant to Article VIII, Section 6, of the church's bylaws, outgoing board president Chuck Dulaney was elected as presiding officer of the annual meeting unanimously by voice vote.
3. Agenda item 1b – Jennifer Bruneau presented her report on membership, noting that new membership numbers reflect not only a sharp increase in membership -- a "Trump bump" following the November 2016 presidential election – but also a decrease as a result of a deliberate purging of inactive members from the rolls. She stressed that in order to maintain the current high membership numbers, new members must be supported.
4. Agenda item 3b – The rules of the meeting were presented by the presiding officer. An amendment to extend debate time from two minutes per speaker to five minutes per speaker was defeated by voice vote. The rules were adopted as proposed by voice vote.
5. Agenda item 4 – Minutes of the December 2016 annual meeting were approved without discussion by unanimous voice vote.
6. Agenda item 5a – Rev. Rob Hardies presented the senior minister's report, including photos. He stressed that this year's activities were shaped in major part in reaction to the results of the presidential election and the dramatic events immediately following the inauguration -- the Women's March, the church's commitment to make the church a sanctuary, and the service featuring political commentator Melissa Harris-Perry, with 2,400 persons in attendance.

The past year's activities further included today's welcoming of a new refugee family of four; the Reeb Voting Rights project to counter North Carolina voter suppression; the elimination of fees for religious education; addition of ministerial staff – Revs. Rebecca Parker and Joanne Braxton; work for climate justice; a new reproductive justice task force; American Sign Language interpretation at select services; affordable housing opening ceremonies at 4000 Kansas Avenue NW; assembling 450 bags of food at Thanksgiving; increases in attendance (up 34%) and giving (up 16%); a reconfigured adult spiritual development program led by Rev. Rebecca Parker; covenant groups, including a new group targeting federal employees; the music and arts program, including the recent Hiroshima immersive arts experience, the DC premier of the jazz cantata honoring Ruby Bridges, and the 40<sup>th</sup> anniversary of the Jubilee Singers.

Initiatives planned for the coming year include a new "UU4" program exploring the church's identity through the UU principles; expanded commitment to ASL; an expanded Jubilee training program and an 8-month curriculum developed by Mark Hicks called "Beloved Conversations."

Rev. Rob also noted that the challenges faced by the church over the last year falling within the scope of the Covenant of Right Relations have opened a way for him to talk about some of the ways that his heart "breaks for this church."

7. Agenda item 5b – Treasurer John Strongman presented the balanced budget recommended by the board for congregational approval, including his assessment of the budget's key vulnerabilities. Comments from the membership noted concern over certain aggressive assumptions in the budgeting process, e.g., that a yet-unspecified fundraiser would be profitable and that core donations would continue to increase, and that only a modest allocation was made for HVAC repairs and maintenance; concern that actual income and expenses were not adequately presented; concern that the Beckner Fund had apparently refused funding of social justice initiatives; frustration at the inability to determine on which initiatives staff are spending their time (with a firm request to the next board to address this issue); lack of information regarding last year's "incredible" costs related to the faulty air conditioner despite the presumed existence of a service contract; observation that modern times call for alternative "giving technology" to capture contributions in a form other than cash or check on Sunday mornings (e.g., a bar code printed in the order of service); lack of breakdown in how the social justice budget is spent; infeasibility of the projection that building expenses will decrease.

John and others noted that the board has the ongoing flexibility to make budget adjustments as the year progresses if projections appear not to be on target.

Following a lengthy period of questions and answers, a motion was made and seconded to adopt the budget as presented. There followed immediately another motion (with second) to amend the initial motion by reducing the line item for core donations by \$100,000 and to charge the board with the task of making further adjustments to balance the budget. Debate in opposition to the amendment noted that the dynamics of a church budget differ from a family budget; that a church and its budget grow by investing in ministers, in response to which congregants will then up their donations – not the other way around. It was further noted that although the goal appears ambitious for this year, this church is uniquely positioned to move forward now, and the vision of the trustees should be trusted; “We don’t want to dream down.” The amendment was defeated by voice vote. The original motion to adopt the budget as presented was approved by voice vote, and is attached to these minutes.

8. Agenda item 6 – Ken Ambrose and Tracy Zorpette introduced proposed amendments to the church’s bylaws, noting that certain changes had been suggested following a detailed review by the UUA’s Rev. David Pyle, Central East Region Governance Program Manager, and other changes to reflect current practices.

#### Amendment of Bylaws for Addition of Anti-Racism Principle

A motion was made and seconded (herein “Motion A”) to replace Article II, Section 2, of the bylaws, as follows:

##### ***Article II - Purpose***

~~Section 2. The Church subscribes to the stated purposes and principles of the Unitarian Universalist Association, specifically to further recognition of the inherent dignity and worth of all people, individual freedom of belief, discipleship to advancing truth, the democratic process in human relations, respect for the interdependent web of all existence, and allegiance to the cause of a world community undivided by nation, race, economic class, creed, gender, affection or sexual orientation. Section 2. The Church subscribes to Eight Principles, including those expressed in the Principles of the Bylaws of the Unitarian Universalist Association: 1) The inherent worth and dignity of every person; 2) Justice, equity and compassion in human relations; 3) Acceptance of one another and encouragement to spiritual growth in our congregations; 4) A free and responsible search for truth and meaning; 5) The right of conscience and the use of the democratic process within our congregations and in society at large; 6) The goal of world community with peace, liberty, and justice for all; 7) Respect for the interdependent web of all existence of which we are a part; and 8) Journeying towards spiritual wholeness by working to build a diverse multicultural Beloved Community by our actions that accountably dismantle racism and other oppressions in ourselves and our institutions.~~

In support of the new 8<sup>th</sup> Principle addressing racism, Paula Cole-Jones, leader of the 8<sup>th</sup> Principle Task Force, noted that the current principle supporting anti-racism was adopted by the UUA general assembly in 1997, and that much has been learned in the past 20 years about what it takes to become multicultural – hence, the need for an 8<sup>th</sup> Principle. The concept of a specific anti-racism principle was supported at the UUA General Assembly in June, and it is acknowledged that other congregations are looking to All Souls for leadership, she said.

Among the comments for and against:

- While the concept is worthy and the urgency real, the proposed text “lacks poetic and prophetic power.” In response, it was observed that the final language at the denominational level will almost certainly change during the two-year consideration process.
- Specific reference to anti-racism is essential.
- Specific reference to anti-racism disparages other forms of oppression not specifically mentioned, such as those with physical disabilities. “Other oppressions” is not specific enough, and the 8<sup>th</sup> Principle should either advocate for all oppressions or focus solely on racism.

A motion was made and seconded (herein “Motion B”) to amend the language of Motion A by replacing “racism and other oppressions” in the penultimate line of Section 2 with “every form of oppression.” Further comments for and against included:

- When black lives matter, all oppression will cease.

- Fifty-seven million people with disabilities are not listened to.
- Race must be specifically included along with gender and disability. Although an exhaustive list is not feasible, at least those recognized by the federal government should be included.
- Sexism should also be addressed.

A request to substitute the language of Motion B with alternative language (later offered as Motion C, below) by virtue of the mover of Motion B's consent was ruled out of order by the presiding officer. A request for unanimous consent to permit the substitution was objected to.

A motion to make an amendment to the pending amendment was made and seconded (herein "Motion C") to replace "every form of oppression" in Motion B with "racism, sexism, ableism, ageism, classicism and the intersection of all additional oppressions." Further comments for and against included:

- When race is not explicitly expressed, it always gets knocked down the list of oppressions.
- If racism is the actual target, then why even state "and other oppressions"?
- The 8<sup>th</sup> Principle Task Force has been in action long before the Trump administration.

After further debate, a motion to close debate, duly seconded, carried by a two-thirds vote by show of hands. Motion C, called to a vote, and was defeated by voice vote. Motion B, called to a vote, and was defeated by voice vote. Motion A, called to a vote, was approved by a two-thirds vote (by voice vote), and the bylaws were amended.

#### Amendment of Bylaws for Removal of a Member

Ken Ambrose and Tracy Zorpette explained that it is unclear what is required to remove a person from membership in the church, and the issue had become critical following several incidents in the past year. The Committee on Right Relations had reached an impasse in mediation, and in some cases, the physical safety of members could be at risk. They cited a new Policy on Congregant Behavior that the board had recently adopted, which would need to be amended if the proposed change to the bylaws is adopted. The board's specific proposal was to add the following new Section 4 to Article IV of the bylaws:

#### ***Article IV - Church Membership***

*Section 4. A Member may resign membership in the Church at any time by providing written notice to the Membership Secretary. The Board, by two-thirds majority vote, has the authority to transmit written notice to a member stating the reasons why the Board is suspending their membership as a first step towards removal from membership. The Board's vote immediately suspends the member's membership and its privileges. In determining whether cause exists to remove a member, the Board will be guided by the Church's covenants and policies including the Policy on Congregant Behavior. The Membership Secretary shall, after the vote, but not less than 21 calendar days before the effective date of the removal, provide written notice of the reasons for the action to the member. The notice will also advise that if the person wishes to remain a member, they should contact the President of the Board of Trustees in writing within 14 calendar days of receiving the notice and arrange to meet with the Board of Trustees to discuss the membership suspension. After the review time has passed, the Board will then call a second vote, also requiring a two-thirds majority, to remove the person from membership. The Membership Secretary will provide notice of the final decision to the person in writing. Any person so removed will be prohibited from becoming a member of the Church again, except with express written permission of the Board of Trustees.*

One concern was that the new policy on congregant behavior, to which this amendment refers, had not been widely shared with the congregation. Others questioned whether there was sufficient due process offered to the member in question and whether that person would have the benefit of an advocate. In response to the question of how removing someone from membership would curtail the risk of physical harm, Chuck Dulaney explained that the church's attorney had advised that a temporary restraining order could only be issued after membership was terminated.

A motion was made and seconded to approve the amendment to the bylaws noted above, and further discussion followed. Key concerns among women who stated their views were that harassment was rampant within the Young Souls circles of the church currently; that many were concerned for their safety; that it was crucial to have a policy in place to protect women now; and that action must not be put off while searching for the perfect solution. "All souls are *not* welcome if they continue to act in bad faith."

A call was made to vote on the motion. Voting was pursuant to paper ballot, and the results, announced after the next item of business was completed, were: 79 YES; 5 NO; at least 6 abstained (4 ballots were submitted BLANK; at least 2 other members present disclosed they submitted no ballot). The motion carried with the necessary two-thirds vote, and the bylaws were amended.

#### Amendment of Bylaws to Clarify Who Attends Board Meetings

Tracy Zorpette cited several ambiguities and gaps in the current bylaws relating to board meetings outside of stated monthly meetings. The proposed changes to the bylaws would allow the board to meet more frequently in less formal mode, without transacting business or taking a vote, beyond the 2-1/2-hour once-per-month regularly scheduled meetings. It would also clarify the senior minister's status on the board. A motion was made and seconded to amend Article VII, Section 5, and Article IX, Section 4, of the bylaws as follows:

##### ***[Article VII - Board of Trustees]***

*Section 5. The Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Moderator, and Membership Secretary shall be notified of and have the right to participate in all regularly scheduled monthly meetings of the Board of Trustees (including those held in executive session), but without the right to vote. Regularly scheduled meetings shall be open to the membership and minutes of each meeting shall be made available to the membership. The Board of Trustees may also hold executive sessions and working meetings where no votes will be taken, and may restrict the attendees to those meetings to Trustees and any advisors or other persons that the Board determines are appropriate.*

##### ***[Article IX - The Senior Minister and Church Staff]***

*Section 4. The Senior Minister shall be a non-voting ex-officio member of the Board of Trustees.*

In the discussion, an opponent opined that the wording creates the opportunity for the board to meet without notifying anyone else – a perceived lack of transparency. She suggested to change policies and procedures to provide reports on unscheduled meetings. She further noted that the amendment now precludes the secretary and treasurer from attending those meetings. Since it is more likely that younger members would be willing to enter into one-year terms (as is the case for secretary and treasurer) than the three-year terms required of trustees, the change would cut them out of significant conversation, she argued. She moved to amend the proposed motion, in effect, to allow the secretary and treasurer “to be notified of and have the right to participate in all meetings of the board of trustees.” The previous question was ordered. The motion on the amendment was defeated by voice vote. The original motion to amend the bylaws carried with the necessary two-thirds vote, and the bylaws were amended.

#### Resolution on Name Change

The following motion was made and seconded:

*WHEREAS the Membership of All Souls Church, Washington, D.C. has determined that it is advisable and in the best interests of the Membership and the Corporation to change the name of the Corporation to All Souls Church, Unitarian; THEREFORE, BE IT RESOLVED, that the Membership approves the attached Articles of Amendment and directs that a corporate officer execute them and cause them to be filed with the District of Columbia Department of Consumer and Regulatory Affairs; and BE IT FURTHER RESOLVED, that the Membership approves the attached amendments to the Corporation's Bylaws to reflect the new corporate name of All Souls Church, Unitarian.*

(Note that the attached amendment to the corporation's bylaws reads as follows: “Article 1 is hereby amended to read: The name of the Church is ‘All Souls Church, Unitarian.’”)

There was no discussion, and the motion passed unanimously, and the bylaws were amended.

9. Agenda item 7a – Jennifer Ambrose, on behalf of the Leadership Development and Nominating Committee (LDNC), presented the following slate of candidates to the three-year term of trustee:

Robert Jayes  
John Schuettinger  
Esther Strongman

It was moved and seconded to adopt the slate proposed by the LDNC. The motion passed unanimously by voice vote.

Jennifer then presented the following slate of candidates to the one-year term (renewable) of officer, as specifically noted:

Brenda Barron and Patee Roper, co-moderators  
Jennifer Bruneau, membership secretary  
John Strongman, treasurer  
John Crowe, assistant treasurer  
Fran Jackson, secretary  
Elizabeth Ashwell, assistant secretary

It was moved and seconded to adopt the slate proposed by the LDNC. The motion passed unanimously by voice vote.

10. Agenda item 8 – Liz Ashwell and Erika Landberg, on behalf of the LDNC, presented the following slate of candidates to the position of members of the LDNC for terms specified:

Sunu Chandy (one-year term)  
Barbara Corprew (one-year term)  
Derek Robinson (two-year term)  
Ben Whelan-Morin (two-year term)  
Brenda Barbour (three-year term)  
Mary Beth Hatem (three-year term)  
Maya Hermann (three-year term)  
Robert McClinton (three-year term)  
Paula Shoecraft (three-year term)

It was moved and seconded to adopt the slate proposed by the LDNC. The motion passed unanimously by voice vote.

11. Agenda item 9 – Brian Marshall, on behalf of the congregation, thanked the outgoing trustees and officer for their service. The motion to adjourn carried unanimously. The meeting was adjourned at 4:44 pm.

Submitted by Mary Swanson, 2017 board secretary

# Motions for 2017

December 14, 2016 Regular Meeting

## **ELECTION OF BOARD OFFICERS**

Valerie called for the election of Board officers

**Motion:** Peg moved to elect Chuck Dulaney as President and Anne Bradley and Russell Cross as Vice Presidents. Ken Ambrose seconded.

**Motion:** Tim moved to include the previous conversation about diversity be included in the minutes. Peg seconded.

Vote: Valerie called the vote on the amendment. No dissent. **Motion Passed.**

Vote: Valerie called the vote on the original motion. No dissent. **Motion Passed.**

Valerie formally ended this portion of the meeting, and turned the meeting over to Chuck.

**Motion:** Chuck requested a motion to authorize Allison Ralph as Assistant Secretary for this meeting. Russell and Patricia Lambert seconded. No discussion,

**Vote: Motion passed.**

## **Update of the Narrative Budget Development**

Ken Ambrose Over the last 18 months the Executive Team, Board and Finance Committee have been discussing ways to make the church budgeting process more transparent to the congregation and encourage participation in its development. A narrative budget has been developed to show how the budget reflects the values and challenges of the church and the impact of donations. The version discussed included pictures. The following points were raised: - The current version shows what the church has supported in the past. It's also important to reflect current challenges, so that this becomes a tool to help address those challenges. The better we can represent our challenges, the better we can work together to solve them. - One member asked whether building expenses are included in the pie chart graphic. The answer was yes, building expenses and salaries are allocated to the missions and programs of the church, rather than shown as separate expenses. The questioner noted that this representation hides the stress placed on the church programs by the mortgage.

Ken pointed out that there are multiple pie charts showing different representations and said that he is open to adding others. Chuck suggested including both charts along with additional explanations. - One member felt the narrative painted too positive a picture of the finances, without representing all needs, noting the crumbling paint in the sanctuary. He suggested that expressing additional needs is important if we want to raise funds to address those needs. Another member suggested caution saying that the church is not failing or destitute so we don't want to present a budget that suggests such. A third member noted that the purpose of the document should govern how it is presented. She questioned whether its primary purpose is fundraising or accountability. Ken asked the participants to send specific ideas to him and John about how to represent their concerns within the document. Chuck thanked the commenters and noted that perhaps the document does not hit hard enough and needs to show more explicitly the significant costs of the building and staff. He went on to say that the new member class may be an important audience. They may want to see this budget before committing to join and pledge. - Another member expressed support for being clear about the story that the Board wants to tell through this document. She also questioned the percent of the budget allocated to religious education on one of the charts (20%). She asked about the methodology used to calculate this percent and asked whether staff actually tracked their hours or if certain staff members' time was allocated in whole or part to programs by formula

John Strongman noted that the Finance Committee had been involved in the allocation process last March after which time this budget narrative was turned over to other committees and not returned to the Finance Committee for input. He said that he was also unsure how the final numbers were generated. - Chuck encouraged use of the document, potentially at the church annual meetings along with the line item budget. He suggested eliminating the first pie chart and having additional discussion of the issue raised with regard to how the allocations were made. Others expressed agreement with additional discussion of the allocation methodology as well as interest in getting the information into use. - One member suggested using bar charts instead of pie charts to express information and create interactivity with an electronic document allowing members to click on sections of the chart to get more information. He suggested that the document serves as a dashboard for church spending and programs.

Cledwyn Jones noted that the Goals Committee has several new members with skills and competencies that may be able to help make this document into more of a dashboard. - Chuck reiterated his encouragement to provide feedback, address the question of methodology, and get the document into use quickly minus the first pie chart. - Ken asked for any additional questions. - One member asked whether a \$6 million endowment is appropriate for a church our size, noting that it seems small. He noted that it is what it is, but that the church needs to continue to focus on raising this. John asked him to clarify his concerns. The member noted that he doesn't want All Souls to get into boom and bust cycles with the budget based on annual giving alone. - Ken suggested releasing the document during generosity

campaign season. - One member asked about a particular sentence with which she disagreed and referred to the public goals listed on the church website. Another participant noted that these goals are old. Chuck stated that the Board is tasked with working with the Senior Minister to create one and five year plans for the church, which will create new goals to replace those currently listed. Others expressed support for this. - Rev. Hardies expressed support for the document noting that a presentation of the budget that shows alignment with church values is really positive. - John noted that the document will be presented with the Board President's and Senior Minister's signatures – supporting the notion of shared ministry. He also noted that the information presented in the budget are de facto goals. - Another member noted that goals developed and approved in the past remain in action until replaced. He suggested striking the offending sentence from the document and not tying the document to the church goals, instead saying “here are some of the things we're doing now.” - One member suggested including an aspiration for a full to social justice minister. - Chuck and Ken reiterated the request to send updates and ideas to Ken. - One participant asked whether the document will be put on the website as a pdf file and when. The answer was yes, but the timeline depends on how quickly it can be finalized and approved. - Some members suggested putting the document out soon as an iterative or initial version to be refined based on inputs. Some suggested that a refined version should be ready for generosity season. - Chuck closed the discussion saying, “let's push it out.”

**Motion to use \$190,000 to pay loan down** (John Strongman)

John stated that the church presently has \$190,000 in cash in hand from unrestricted bequests that would normally have been distributed to endowment. The Board may opt to use these funds this year to pay down the pending mortgage, given the financial burden expected from this mortgage and desirability of reducing its size prior to creation of the mortgage in March 2017. He went on to say that new policies on unrestricted bequests allow this.

**Motion:** Peg Barratt made a motion that board authorize Katie Loughary to use cash in hand from bequests and pay down mortgage. Tim Rhodes seconded. **Discussion:** Chuck noted that the new policy on bequests designates at least 50% of those bequests go to the mortgage or capital needs of the church and that the current motion is that 100% of funds from the current unrestricted bequests go to paying down the mortgage. **Vote: PASSED WITH NO DISSENT**

**CONSENT AGENDA** (Katie Loughary)

Chuck Dulaney requested approval of the consent agenda which contained two items. The first item was Katie Loughary's requested authorization to sign for distribution from the Louis Williams estate. The second item was approval of The Beckner Committee recommendation of two grants: one for \$1,600 to the 8th Principle Task Force to fund 10 scholarships and one to All Souls Black Souls for \$5,350 to capture the oral histories of at least 40 long-time African American members of All Souls.

**Motion:** Moved by Ken Ambrose. Second by Georgia Yuan. **Vote passed with no dissent.**

January 25, 2017

**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 make 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.**

**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.**

### **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.**

**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.**

June 14, 2017

### **Acceptance of 2016 Audit Report**

Tim Rhodes and Richard Douglas from the Audit Committee presented the Citrin Cooperman auditor findings. Overall, committee members and church staff felt that the auditors were complimentary, thorough, and good partners. The final copy will not be available from the Auditors until the week of 6/20/17.

**Motion:** Audit Committee to give final approval of audit once received from Citrin Cooperman: **Unanimously Approved**

### **Governance Committee Recommendation**

Changes to Executive Limitations on Communications as Contained within the Policy Governance Framework.

**Discussion** regarding the proposed changes. **Motion** to pass the suggested areas of discussion for the ET to respond and deliver a final version for approval at the October meeting: **Unanimously Approved**

**Terms of Reference for a Committee on Ministry for an Associate Minister** Recommendation from Chuck Dulaney and Rev. Moore regarding. **Motion** for Russell Cross to talk further with Chuck and Revs. Susan and Rob regarding issues discussed around proposed Committee on Ministry for an Associate Minister and circle back with the Board:

**Unanimously Approved**

August 24, 2017

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.

September 27, 2017

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.

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.

November 15, 2017

Agenda item 2(c) – Regarding nominees put forth by the Leadership Development Nominating Committee, John Strongman questioned whether the LDNC had been intentional in its outreach to persons of color in selecting replacements to the committee. Liz Ashwell, having been involved in the search, assured him that the LDNC had made huge efforts to ensure that the resulting committee was representative of the church's diversity. Although there appears to be no cultural diversity among those remaining on the committee, the new committee (assuming all candidates are elected) will include five persons of color out of fifteen members.

The LDNC Nominees Report was unanimously approved.

Agenda item 3 – Chuck Dulaney reported that a draft budget was presented to roughly 30 congregants on Sunday, November 12, for discussion. He distributed written notes and comments from that hearing. Chuck secured the board's consensus to share with the congregation prior to the annual meeting a summary budget worksheet that showed 2015 and 2016 actual expenditures (not budgeted) along with 2017 budgeted and projected figures and the 2018 proposed budget amount.

In the face of pushback by Ken Ambrose, John Strongman advised that it was the finance committee's general view to proceed with a balanced budget, and others agreed, citing uncertainties in core donations and the charter school contract. Chuck Dulaney distributed a handout showing pledging activity to date compared to prior years, citing 60 fewer pledges than this time last year. John distributed a handout to frame a discussion to evaluate alternatives for eliminating the \$68,100 deficit in order to achieve a balanced budget. Deliberations included the following:

- The board recommended no changes to expenses already in the budget (a) for raising staff salaries that are below the UUA minimums up to the minimum levels, and (b) for granting a 2% COLA to all other persons on staff (specifically not including Rob Hardies or Katie Loughary, and not including contractors).
- In light of the Beckner Fund committee's desire to fund new ventures rather than those already established, Chuck Dulaney indicated that the committee might be amenable to funding items now included in the proposed budget meeting the "new venture" designation. Katie Loughary then pointed out that the budget allocation of \$18,000 for ASL Interpreter Services expenditures included an expansive plan for new ASL services that would include sign language services at select church meetings as well as training – beyond the plan now established of offering signing only during certain Sunday services. The board decided to inform the DHH Access committee of this possible source of funding and to support it in submitting a grant proposal to the Beckner Fund in the amount of \$11,000 for new services. Chuck agreed to prepare a letter requesting an extension of the deadline for receiving grant proposals set by the Beckner Fund committee from December 1 to January 15. Chuck also agreed to mention in the annual meeting notice that signing would be available upon request for that meeting.

The board decided, by a vote of 6 to 1, to apply the following changes, which are intended to eliminate the \$68,100 deficit, to the draft 2018 budget previously presented at the November 12 hearing, and to present the resulting balanced 2018 budget proposal for vote at the annual congregational meeting on December 10, 2017:

• Increased revenues (net of expenses) from additional congregational fundraiser [note: Resulting budget will show \$23,000 in additional fundraiser income along with \$8,000 of fundraiser expenses]	15,000
• Reduced expenditures from foregoing expansion of ASL support services	11,000
• Reduced expenditures from eliminating web site support	20,000
• Reduced expenditures from board consultancy services	8,000
• Reduced expenditures from cutting administrative staff professional expense budget	6,000
• Increased revenues from raising general endowment's rate of distribution from 4.25%	
• to 4.67% (being the rate increase sufficient to balance the budget)	8,100*
<b>TOTAL ADJUSTMENTS TO ELIMINATE DEFICIT</b>	<b>\$68,100*</b>

#### December 13, 2017

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