Trustees Present:

Tim Rhodes, President
Libbie Buchele, Vice-President
Cheryl Gray (12/2019)
Bob Jayes (12/2020)
Erika Landberg (12/2019)
Nadine Ramos (12/2021)
John Schuettinger, Vice-President (12/2020)
Esther Strongman (12/2020)
Rob Hardies, Ex-Oficio

Officers Present:

Traci Hughes, Executive Director
Mark Regulinski, Treasurer
Mike Hill, Moderator
Carrie Davidson, Secretary

Guests:

Meredith Higgins-Hargrave and
Kathleen (Transformation Team)
Campbell & Co. - Jeff Wiklow

Chalice Lighting - Thurman Rhodes recalled his good friend Elijah Cummings who passed away a few days ago.

10-1 Approval of Agenda
Esther moved approval of the agenda as amended (Items 10-3 and the first item numbered 10-6 changed places and the second 10-6 became 10-7. The annual meeting was added as a committee report to 10-7. The motion was seconded and approved.

10-2 Consent Agenda
Libbie moved approval of the September meeting minutes as amended (Add Bob Jayes to those in attendance.) The motion was seconded and approved.
10-3 Fundraising and Development Plan
Jeff Wiklow of Campbell & Company presented an executive summary of the development assessment to the board. (See report attached)

10-4 Senior Minister Report (See report attached)

10-5 Executive Director Report (See report attached)

10-6 By-Law Changes
In light of learning of Rob’s departure (announced to the congregation the Friday after this board meeting), Erika moved to table changes to the by-laws until 2020. Libbie seconded.

Discussion: The Leadership Development and Nominating Committee is having a hard time recruiting volunteers for the secretary and treasurer positions and were only asking for 1 year commitments. Also, the Transformation Team, contrary to the proposed by-law changes, opposes making the treasurer a voting member of the board.

Bob, John, and Erika (the Governance Committee of the Board) spoke with 4 previous Board presidents and 3 of 4 favored the by-law change making the treasurer a voting member of the board.

Also, there was confusion about whether the board size would remain 9 or 11 once the secretary and treasurer transitioned to being trustees.

Tim moved to recommend Article VIII - p5 to the Congregation for approval at the Annual meeting, not with standing any other provisions. The motion was seconded. Before the vote on the motion, Libbie moved the following amendments which were seconded.

Article VIII
Section 1 — Elected by the congregation, the officers WITH THE EXCEPTION OF THE SECRETARY AND THE TREASURER who, effective 2021 shall serve three-year terms, shall serve one-year terms in the same officer position, renewable only twice unless the LDNC determines that extenuating circumstances warrant further renewal of one year.

Section 2 - The Secretary IS A MEMBER OF THE BOARD OF TRUSTEES AND shall be responsible for keeping the minutes of the Board of Trustees and preserving an account of whatever may be of interest in the history of the Church, recording and ensuring the accessibility of all Church policies, convening the first meeting of the newly elected Board of Trustees and presiding over the election of President and Vice President(s). The Secretary shall also be responsible for receiving and posting the report of the LDNC and the report of the Church Council on nominations to the LDNC.
Section 3 - The Treasurer IS A MEMBER OF THE BOARD OF TRUSTEES AND shall be responsible for monitoring the funds of the Church, assuring the safekeeping of the books and records of all financial transactions, and performing the other duties customary to the office. The Treasurer shall be expected to attend Board meetings.

The amendments were accepted and the board unanimously approved Tim’s motion to recommend approval of the amendments to Article VIII, not with standing any other provisions.

Libbie moved to recommend to the Congregation a change to Article VII, Section 1:

Article VII
Section 1. Authority: Supervision and direction of the affairs of the Church shall be vested in a board of eleven directors, herein referred to as Trustees, with a particular focus on policy development and oversight.

The motion was seconded and approved.

10-7 Annual Meeting

Nadine was asked to request a copy of the report the Transformation Team intends to say before the Congregation at the Annual Meeting.

The meeting was adjourned.

Respectfully submitted,
Carrie Davidson
Secretary
Board of Trustees meeting  
October 23, 2019

Agenda

6:30p – Dinner/Social Hour/Fellowship
7:00p-9:00p – Business Meeting

Chalice Lighting and Reading– 5 minutes

Item 10-1 Approval of Agenda -5 minutes  
Tim Rhodes

Item 10-2 Approval of Consent Agenda- 5 minutes  
Tim Rhodes

1. Approval of September Minutes

Item 10-3 Approval of proposed Bylaw Amendment  
Re.: Treasurer and Secretary positions-20 minutes  
Traci Hughes

Item 10-4 Senior Minister/ Executive Director Reports -10 minutes  
Traci H/Rob H

Item 10-5 Finance Report and Budget discussion -20 minutes  
Mark Rugulinski

Item 10-6 Fundraising and Development Plan: Campbell & Company  
Traci Hughes

Item 10-6 Committee Reports  
N. Ramos/E. Strongman

1. Personnel

2. Governance

3. Board Retreat

Bob Jayes

Libbie Buchele

Adjournment

Next Meeting November 13

“To build the Beloved Community, All Souls Church cultivates and celebrates...
...spiritual growth and transformation as we question, learn from others, and seek lives of meaning and reverence.
...a welcoming, diverse, and vibrant community where we love, respect, and care for one another.
...service and prophetic action to move the world toward justice, healing, and sustainability.”
Approval of September minutes
Board of Trustees Minutes (DRAFT)
September 25, 2019

Trustees Present:
Libbie Buchele, Vice President (12/2021)
Cheryl Gray (12/2019)
Erika Landberg (12/2019)
Nadine Ramos (12/2021)
Tim Rhodes, President, President (12/2019)
John Schuettinger, Vice-President (12/2020)
Esther Strongman (12/2020)

Officers Present:
Carrie Davidson, Secretary
Mike Hill, Moderator
Mark Regulinski, Treasurer

Staff Present
Traci Hughes, Executive Director
Lisa Grayson, Controller

9-1 Approval of the Agenda
Several changes were made to the agenda, including changing the time limits assigned to topics on personnel, governance, board retreat, and committee on right relations and deferring the discussion of the bylaw amendment to October’s meeting. A motion was made to approve the modified agenda. It was seconded and passed unanimously.

9-2 Approval of the Consent Agenda
Libbie requested some minor changes to the July minutes. She moved to adopt the July minutes as amended. It was seconded and passed unanimously.

9-3 Senior Minister’s Report (see attached)

9-4 Executive Director’s Report (see attached)
Libbie and Erika would like to hear from Rob at the next meeting about the responses he’s hearing about the new ministerial team and a report on his plan to make ministerial requests from the pulpit regarding congregational contributions and pledges.

**FU with Libbie re issues raised by Tracy Zorpette - material weaknesses in Jan 2019 Audit report**

Mark wrote an exhaustive letter to Tracy Hughes and he will circulate it.

Libbie asked that the board get greater clarity on one of the items mentioned in the church’s Financial Statements for the Year End December 31, 2018 *(see attached)*. One of the issues is whether the loan forgiveness of the senior minister’s housing allowance was a bona fide housing allowance or a loan. Cheryl asked Traci to search for documentation to determine which it was.

**9-5 Finance Report (See attached)**

Reactions to the Finance Committee’s draft budget for the Jan-June 2020 (Church will transition to new fiscal year on July 1, 2020) — Discussion focused on the challenges of the proposed 13% reduction in personnel expenses (p10 of attachment, item 1), removal of support for Weekend on the Bay (p10 of attachment, item 6), and the drawdowns on the endowments. Last year, the Board used 7 percent of the endowment and $250K for a new A/C system and the church is still paying back the drawdown of the old A/C system.

Traci Hughes has offered to use the next month to identify high vs. low probability events. The board will have to take the brunt of those decisions.

Cheryl would like to have a conversation with the congregation in November and proposed Nov 13. No vote was taken. This will be discussed at the retreat.

Libbie asked whether any of the forthcoming recommendations from the Campbell consultants on the church’s finances could be incorporated into the 2020 bridge budget. Because of the lead time necessary to implement any recommendations, Traci would be hesitant to incorporate any of them for the 2020 bridge budget.

**9-5 Committee Reports**

**Personnel (Nadine, Esther)**

Since Tehani resigned from the board, the committee consists only of Nadine and Esther. The annual evaluations for Rob and Traci have to be done and Tim thought it was the Personnel Committee’s responsibility. Someone else thought it was a responsibility of both the Personnel Committee and the Board.
In light of the 13 percent cut in the personnel expense for FY2020, the board told the Personnel Committee to hold off on making a decision about pursuing a candidate who would start in August 2020 until there is more clarity on the budget.

**Governance (John, Erika, Bob)**
The committee has met twice and will have a more detailed report next month. They sent the board members the Hotchkiss document regarding effective board meetings. Discussion about the document will be part of the retreat agenda.

**Board Retreat (Libbie, John, Erika)**
The focus of the retreat will be absorbing the work of the three work groups of the Transformation Team, next year’s board agenda, and performance measures.

**Committee on Right Relations**
CRR requested funds for an additional Non-Violent Communication training for the Young Souls. There was concern about whether these funds were in the budget and whether they were part of the board discretionary fund. The board agreed to issue the funds from their discretionary budget.

Next Board Meeting: October 23 to discuss the FY2020 church budget.
The meeting was adjourned.

Respectfully submitted,
Carrie Davidson
Bylaws

ARTICLE VIII- Officers of the Church
Section 1. The officers of the Church shall be:
• Secretary
• Treasurer
• Assistant Secretary
• Assistant Treasurer
• Moderator
Membership Secretary
Elected by the congregation, the officers WITH THE EXCEPTION OF THE SECRETARY AND TREASURER shall serve one-year terms in the same officer position, renewable only twice unless the LDNC determines that extenuating circumstances warrant further renewal of one year.

Section 2. The Secretary shall be A MEMBER OF THE BOARD OF TRUSTEES AND BE responsible for keeping the minutes of the Board of Trustees and preserving an account of whatever may be of interest in the history of the Church, recording and ensuring the accessibility of all Church policies, convening the first meeting of the newly elected Board of Trustees and presiding over the election of President and Vice President(s). The Secretary shall also be responsible for receiving and posting the report of the LDNC and the report of the Church Council on nominations to the LDNC.

Section 3. The Treasurer shall be A MEMBER OF THE BOARD OF TRUSTEES AND BE responsible for monitoring the funds of the Church, assuring the safekeeping of the books and records of all financial transactions, and performing the other duties customary to the office. The Treasurer shall be expected to attend Board meetings.

Section 4. The Assistant Secretary shall act in place of the Secretary during the latter's absence and shall otherwise assist the Secretary in performing the duties of the office. He or she shall assist in assuring that the Church's official and historical records are preserved and readily accessible and shall take minutes and maintain the membership roster of all meetings of the Church Council. The Assistant Secretary shall also be responsible for convening the first meeting of the LDNC.

Section 5. The Assistant Treasurer shall assist the Treasurer in the performance of the duties of the office.
Section 6. The Moderator shall preside at Annual and Special Meetings of the Church and shall be responsible for meeting preparation and assuring that the proceedings are conducted fairly and in accordance with these Bylaws, giving reasonable opportunity for all members to express their opinions, except for matters relating to the determination of the ballot process for elections which shall be the LDNC's responsibility. In the event that the Moderator is unable to do so at a particular meeting, a presiding officer shall be elected from the members present at the meeting. The Moderator shall also chair the Church Council.

Section 7. The Membership Secretary shall be responsible for the official roll of the membership of the Church; determine Church membership status as directed in Article IV, above; and maintain an official list of members entitled to vote as directed in Article V, Section 2, above.

Section 8. The Board of Trustees shall have the responsibility for ascertaining that all Officers are performing their duties as prescribed by these Bylaws or by other Church governing documents.
Substantive Bylaw Revisions

Article IV – Church Membership, Section 2 Membership of Secretary

The Membership Secretary shall be appointed by the Senior Minister. Subject to the exception in Section 3, the Membership Secretary shall inquire of members not known to have been active in the Church or to have contributed to its support for a period of two years as to their desire to continue as members.

Article VI – Section 1(a) and (c) Church Meeting

Elections will be held for all positions as required in these bylaws; Trustees, a Secretary, a Treasurer, an Assistant Secretary, an Assistant Treasurer, a Moderator, a Membership Secretary, and members of the Leadership Development and Nominating Committee (LDNC) shall be elected from the membership;

(c) any other business that was announced on the agenda may be transacted.

Article VII – Section 2 Board of Trustees

Election: At each Annual Meeting of the Church, three members shall be elected to constitute a 10-member Board of Trustees, which includes the Treasurer and Secretary as ex-officio voting members of the Board plus the Senior Minister who serves as a non-voting ex officio member of the Board. serve as Trustees serve for terms of three years each, and no Trustee shall be eligible for re-election for a period of one year after the expiration of their his or her term of office; provided, however, that a Trustee elected or appointed for a term of one year or less shall be eligible, upon the

Article VII – Section 3 Board of Trustees

Governance: The Board shall elect its President and Vice President(s) from its own membership, and make such other rules for its own governance, as it may deem advisable. Such rules shall be available for inspection by the congregation. The President shall preside at all meetings of the Board of Trustees, shall represent the Church on all appropriate occasions, and shall be an ex officio member, without vote, of all Board-appointed committees of the Church. The Vice President(s) shall act in the place of the President during the latter’s absence and perform such other duties as the President delegates. The Board shall appoint an Assistant Treasurer and Assistant Secretary from among the membership who will provide support to the Board in the absence of the Secretary or Treasurer and perform other duties as specified by the Board.

Article VII – Section 4 (d)
The Board of Trustees shall fill any vacancy that may occur in its membership or in the office of the Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Moderator, or Membership Secretary between Annual Meetings, and any person so appointed shall hold office until the next Annual Meeting. At the Annual Meeting, any vacancy on the Board of Trustees shall be filled by election for the remaining year (s) of that term. A Trustee may resign by giving notice to the Secretary. The Secretary may resign by giving notice to the President. Resignations are effective upon receipt by the Secretary or President, in the case of the Secretary resigning, of written notification or a later date if provided in the written notification.

Article VII – Section 5

The Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Moderator, and Membership Secretary

Article VIII – Section 1 Officers of the Church

Strike: Assistant Secretary; Assistant Treasurer; Membership Secretary

Elected by the congregation, the Secretary and Treasurer shall serve as voting ex-officio members of the Board of Trustees. The Moderator officers shall serve a one-year terms in the same officer position, renewable only twice unless the LDNC determines that extenuating circumstances warrant further renewal of one year.

Article VIII – Section 3

The Treasurer shall be responsible for monitoring the funds of the Church, assuring the safekeeping of the books and records of all financial transactions, and performing the other duties customary to the office. The Treasurer shall be expected to attend Board meetings.

Article VIII – Sections 4 and 5 - Deleted

Section 4. The Assistant Secretary shall act in place of the Secretary during the latter's absence and shall otherwise assist the Secretary in performing the duties of the office. He or she shall assist in assuring that the Church's official and historical records are preserved and readily accessible and shall take minutes and maintain the membership roster of all meetings of the Church Council. The Assistant Secretary shall also be responsible for convening the first meeting of the LDNC.

Section 5. The Assistant Treasurer shall assist the Treasurer in the performance of the duties of the office.
Article IX – The Senior Minister, Executive Director and Church Staff – Section 2, Section 3, Section 4

Section 2. The staff of the Church shall be composed of the Senior Minister, Executive Director and such other employees authorized in the budget as may be necessary to manage the Church. Subject to Board-approved policies, the Senior Minister shall be responsible for the retention and supervision of all staff.

Section 3. The Senior Minister shall chair an Executive Team composed of the Senior Minister and other senior staff and/or lay leaders designated by the Board of Trustees and the Senior Minister. Operating under policies established by the Board and available for inspection by the congregation, the Executive Team shall oversee all staff and, in a spirit of shared ministry, shall coordinate the implementation of the Church's policies as delegated by the Board of Trustees.

Section 4. The Senior Minister and Executive Director shall be a non-voting ex-officio members of the Board of Trustees.

Article X, Section 3 Committees

Section 3. Members of Board committees shall be appointed by the Board of Trustees after consulting with continuing members of the committee in question. The members of implementing committees shall be appointed by the Executive Team in collaboration with the relevant committees and other lay leaders who can help recruit suitable candidates. Both the Board and Executive Team should strive to reflect the Church's diversity in their committee appointments.

Article XII Nominations and Election – Section 4 Duties

LDNC Nomination Process: The LDNC shall submit a report to the Secretary, not later than six weeks before the Annual Meeting of the Church, nominating one or more members of the Church for election to each vacancy on the Board of Trustees and to the offices of Secretary, Treasurer, and Assistant Secretary, Treasurer, Assistant Treasurer, Moderator, and Membership Secretary.

Technical Bylaw Revisions

Delete Executive Team throughout. Replace with Board President.

LDNC Nomination Process: The LDNC shall submit a report to the Secretary, not later than six weeks before the Annual Meeting of the Church, nominating one or more members of the Church for election to each vacancy on the Board of Trustees and to the offices of Secretary, Treasurer, and Assistant Secretary, Treasurer, Assistant Treasurer, Moderator, and Membership Secretary.
Senior Minister Report

Senior Minister Report to the Board
October 21, 2019

Dear Trustees,

Here is an update on activities and priorities since my last report to you in September.

The Camino

As you know, I missed last month’s board meeting because I was leading a group of 27 All Souls folks on a pilgrimage on the Camino de Santiago, the ancient pilgrimage route through Europe. Our destination was a place called Finisterre, which the ancient Celts and Romans believed was end of the world. Our pilgrimage focused on endings and beginnings in our lives, and also with regard to our planet and climate change. Participants reported that the pilgrimage was a spiritually transformative experience for them, that it increased their connection and commitment to caring for the earth, and that it fostered stronger relationships among congregants and between congregants and the church.

Bridge to our Future

Since my return from the Camino I’ve been working with many of you to help launch our six-month abbreviated pledge drive, which we’re calling Bridge to our Future. I’ve had a planning conversation about the campaign with Traci Hughes and with our fundraising consultant Jeff Wiklow. I’ve coordinated with the Board of Trustees (thanks Libbie!) on scheduling Sunday testimonials to communicate with the congregation the change in the fiscal year and the rationale for the six-month campaign. I’m now working with Jeff, Gary and Traci to draft and deliver our first campaign ask.

The goal of the Bridge to our Future campaign is to make it as easy as possible for folks to automatically renew (and increase) their pledge for six months without fatiguing them with too many solicitations, so that we don’t detract from our 2021 pledge drive, which will launch in winter/spring.

Fundraising Plan

Traci and I had the opportunity to meet with Campbell and Company to review an executive summary of the fundraising report they will deliver to the Board of Trustees on Wednesday.

Budget Planning

Many thanks to Traci, Mark and the Finance Committee for their hard work preparing the 2020 Budget. I have reviewed and discussed with Traci the budget in advance of the Finance Committee meeting on Monday, and will review the budget one more time before the Board meeting on Wednesday.

Revolutionary Love Conference

Marketing, outreach and ticket sales have now begun for the 2020 Revolutionary Love conference sponsored by Middle Collegiate Church and hosted by All Souls from April 24-26, 2020. I’ve communicated with the congregation by email about the conference and preached about it last Sunday. Since Sunday’s sermon a number of congregants have expressed interest in attending and/or volunteering at the conference. The church has applied for grant funding for the conference from the Unitarian Universalist Fund for Social Responsibility and the All Souls/Beckner Advancement Fund.

Japanese Delegation

Members of the staff and I have been coordinating with the Heiwa Peace Committee to prepare to receive a delegation of thirty Japanese visitors during the first weekend in November. This visit is a continuation of the relationship we have built over the last decade with Japanese Buddhists from Hiroshima and throughout Japan, all of whom are members of the Buddhist sect Rissho Kosei-kai. The delegation arrives on Saturday November 2, shares worship, lunch, and an afternoon “peace program” on Sunday, and tours DC on Monday, including a visit to the Enola Gay. All of our Japanese visitors are staying in the homes of All Souls members. I hope that members of the Board of Trustees will be able to meet and engage with our visitors.
Executive Director Report

Executive Director Report
October 23, 2019
Meeting of the Board of Trustees

2020 Operating Budget

The Executive Director and the members of the Finance Committee have been working diligently over the last month to prepare a draft 2020 budget. The enclosed budget addresses the operational needs of the church to accommodate the upcoming change in the church fiscal year. Accordingly, the budget includes a half year budget from January 1, 2020-June 30, 2020, and a full fiscal year budget for July 1, 2020-June 31, 2021.

As this Board is well aware, the church continues to feel the financial ramifications of the loss of an anchor tenant, and other large unanticipated costs due to personnel changes and increased facility costs. The result is that the 2020 budget will be far more conservative than years past. The 2020 budget contemplates total income of $977,000 compared to the 2018 budgeted $2M. This will necessitate reductions in expenses in order to meet the operational needs of the church.

The fundraising and development plan to be presented by Campbell & Company today will address a development initiative to be undertaken in the Spring of 2020. Staff is charged with coming up with additional fundraising ideas to bolster the budget. Currently, the 2020 budget will include three fundraisers: The Suffragette Ball in March, a Prism concert in February and a music camp in June. To assist fundraising efforts, Reverend Hardies and I formally launched on 10/22/19 the start of the Bridge to The Future campaign to raise money for the gap budget between the end of this calendar year and the start of the new fiscal year. The email blast was sent yesterday evening, and it has already inspired replies of increased pledges in the amount of more than $74,000.

Staffing Change

Valerie Fowlkes-Bynum has returned to All Souls as the part-time bookkeeper. She is working with the new CPA for the church, Doug Whitescarver, with Lumix CPA. Jill Valentine, the accountant who had been working with the church for over 10 years, retired in August.