All Souls Church Unitarian Board of Trustees Minutes
December 18, 2019

Trustees Present
Nadine Bowden-Ramos, President
Libbie Buchele, Vice President
MJ Crom, Secretary
Joe Feuer
Rob Hardies, Ex Officio
Bob Jayes
Erika Landberg
Neil Manzullo
Mark Regulinski, Treasurer
John Schuettinger
Esther Strongman
Kathy Torttorici

Staff Present
Traci Hughes

Guests Present
John Strongman
Chuck Wooldridge

Convening
Nadine convened the meeting at 7:00 pm.

Chalice Lighting and Reading
Nadine lit the chalice, and Traci read a poem provided by Rob.

12-1 Approval of Agenda
- Moved and seconded.
- Nadine added two items to New Business.
- Mark moved the Treasurer’s report to after the Executive Director and Senior Minister reports.
- Approved unanimously.

12-2 Approval of consent agenda
- Bob moved, John seconded, consent agenda was approved unanimously. (See attached agenda.)

12-3 Tasks review and follow up from prior meeting
- This will be a standard item on board meeting agendas.
- One of Libbie’s focuses for the year will be ensuring follow-up.

12-4 Senior Minister/ Executive Director Reports
- Traci presented the Executive Director report (see attached).
  - Traci clarified that employees can never roll over more than 80 hours of PTO.
o Traci clarified that performance evaluations won’t be tied to compensation.
  ▪ Mark and Libbie both suggested future/aspirational exploration of the idea of tying compensation/advancement to performance.

o Traci said that board will have to decide which documents from the Google Drive are relevant to the 2020 Board; those will be migrated to SharePoint; others should be backed up on hard drive and All Souls servers.

o Regarding members who disengaged prior to Rev. Susan Newman-Moore’s departure, Traci said that she would need help from Rob and Gary to reach out to them.

• Rob presented the Senior Minister Report (see attached)
  o Rob updated the board on Richard Collins III’s murderer’s trial – defendant was convicted of first-degree murder, but judge removed hate crime charge.
  o Rob clarified that focus on 2019 giving will take the form of a steady stream of year-end appeals, which so far are getting both positive and negative responses.

12-5 Treasurer’s report
• Mark presented the Treasurer’s report (see attached)
  o Mark presented the 2019 projection – church will probably see a shortfall of $210,000-215,000.
    ▪ Mark drew the board’s attention to loss of congregation members who make core donations.
  o Rob asked why the report projects lower core donations for 2019 than 2018, when his understanding was that core donations have been running ahead of 2018 all year (though still behind unrealistic budget projections for 2019).
    ▪ Mark clarified that the report is correct, 2019 core donations are behind 2018. Discrepancy is due to some accounting differences.
  o Erika noted the decline in the number of congregants qualified to vote, and Traci reminded the board that those numbers are in Campbell Report.
    ▪ Traci will provide new board members access to the Google Drive.
    ▪ Nadine will add Campbell Report and Membership Secretary Report to SharePoint.

12-6 Review and Updates of Bylaws
• Addressing fiscal year change.
  o Neil raised the issue that we are legally bound by the bylaws, which set the fiscal year, and we did not amend the bylaws to change the fiscal year at either the 2018 or 2019 fiscal meeting. Due to this the bylaws prevent the board from calling an Annual meeting in May/June. Neil suggested that the best solution is to call a Special Meeting instead. Another benefit is that the bylaws require us to elect trustees at an Annual meeting, but not at a Special Meeting.
    ▪ See further details in deliberative work product available to the board on SharePoint.
  • Neil will review bylaws for references to the Secretary / Treasurer and ensure all references are in alignment with them serving as members of the board.
  • Neil will clarify language in the bylaws relating to the “executive team” and edit bylaws to make the Executive Director an ex officio member of the board.
  • Suggestion that the board recommend adoption of the Democratic Rules of Order for use during congregational meetings.
Esther stated that we would need to provide an educational process for the congregation, Libbie noted that the board is very busy right now, and suggested putting off the change for 18 months.

Neil suggested asking the Governance task force if it’s worthwhile, and moving forward with their decision. Nadine and many other board members support this course of action.

John supported moving forward with the change, referring to the idea (currently being explored in unpublished research) that Robert’s Rules suppresses dissent and are a tool of white supremacy.

- Joe will talk to Neil regarding cosmetic changes to the bylaws.
- Libbbie will share bylaws-related work product from Tracy Zolpette with the Neil.

### 12-7 Board Retreat Planning
- Volunteers to plan retreat: Neil will be the 1st year volunteer, Nadine will be the 2nd year volunteer, and John will be the 3rd year volunteer.
  - Neil, Nadine and John will discuss the board retreat and send something out in January.
- Nadine suggests the board move toward two retreats a year, on standing weekends.

### 12-8 Committee and Focus Area Items
- A Powell Davies Committee
  - Rob clarified that this committee administers a $70,000 endowment intended to sustain Dr. Davies’s legacy.
  - Previous chair of committee moved away; Erika learned that Chuck Delany has stepped forward to be the new chair.
  - Question of whether it is a committee of the board or an implementing committee.
    - Erika will talk to Chuck Delaney about finding organizing documents for the A. Powell Davies Committee, and possibly presenting to the board.
  - Nadine noted a need to review terms of reference for all committees.
- Joe asked where new board members can find reference documents.
  - Currently on Google Drive, intent is to transfer to SharePoint.
  - Esther and Traci will print three copies of the Board Book for new board members and will work on flagging items that need to be updated.
- Governance task force report (See attached)
  - Erika, Neil, Chuck, and Bob presented the governance Task force report (see attached).
  - Erika highlighted a need for improved communication with the congregation.
  - Libbbie moved to add 10 minutes to this section of discussion. Seconded. Motion passes 10-1.
  - Libbie, John, and Neil discussed the idea that Open Questions are a good fit for the Church Council and could help involve the Council in strategic planning.
  - Libbie suggested that we look at the church moderator role in the future.
  - Nadine highlighted the need, when asking for congregational feedback, to set expectations for how/whether feedback will be implemented.
  - Libbie noted a need for the Governance Committee to address board accountability.
  - Nadine will be the board’s point of contact for both Rob and Traci this year.
  - Mark suggested that there is no issue having an Executive Director and Senior Minister who each report to the board if they both have a clear portfolio.
• Traci responded that the portfolio is clearly defined: business vs. pastoral/ministerial.
• Rob responded that there are some areas of overlap, such as fundraising, which may be a source of difficulty, and warned that it will become harder if we move to a model where the board supervises multiple ministers.

12-9 New Business
• Nadine attended a staff meeting and reported back on an enlightening conversation. She noted that staff can facilitate communication between the board and congregation, and suggested greater efforts to include staff, by giving them a summary or set of talking points after board meetings, and sending an officer to the staff meeting the week after the board meeting.
• Nadine suggested that when personal acquaintances of board members reach out to those members about board business, they should be redirected to a member that has a relevant focus area.

Adjournment
Nadine called for a motion to adjourn. Moved and seconded, passed unanimously at 9:06 pm.

Respectfully submitted,

MJ Crom
Secretary
Dear Friends, I want to begin by offering my gratitude and congratulations to our newly elected Trustees. Thank you so much for your service to our congregation during this important season of transition. And special thanks to Nadine and Libbie for agreeing to step up to serve as president and vice president. Here is my report:

**Pastoral Care**

Some years the holiday season is a quiet time for pastoral care, but this year it is very busy. On December 7 we celebrated the life of former congresswoman Cathy Long; Cathy was a long-time member of All Soul and the Silver Souls. Another member is in hospice and several have experienced serious losses/traumas. I believe our ministerial team is working well to triage and respond to all of these needs during an already busy season.

**The Holiday Season**

The season between Thanksgiving and New Year is the busiest time of year at church. All Souls provides many ways for people to participate and experience the warmth of the season. Last month at our annual Thanksgiving Food Drive we prepared food bags for over 400 neighbors who might otherwise have gone without for the holiday. Last week we celebrated our Holiday Vespers and, on Sunday, the Children’s Christmas Pageant…always a fun occasion. This week we went caroling through Columbia Heights and will host La Posada Navideña with our friends at La Clinica del Pueblo. All Souls members responded generously to our toy drive for the children of La Clinica. On Sunday we celebrate the Solstice with two beautiful services; Tuesday is Christmas Eve with services at 7 and 10 pm; and the following Sunday we celebrate Kwanzaa with one intergenerational service at 10:15 am. Whew! The church will closed from Christmas Day through New Years Day, opening for Sunday December 29. Emergency pastoral care will be available throughout the time the church is closed.

**Solidarity with the Collins Family**

As many of you know, All Souls has supported Dawn and Rick Collins, whose son, 1st Lieutenant Richard Collins, was killed in 2017 by an Alt-Reich follower on the UMD campus. The trial for Collins killer began last week, and All Souls members and clergy (including myself) have been present at the trial to support the Collins family. On Sunday December 8 we hosted several dozen Collins family members and friends in our worship service, and after service I offered a prayer and laying-on-of-hands
as they prepared for the trial. Our relationship with the Collins family is, in part, the result of connections built through the Transformation Team’s Trust and Reconciliation process.

Stewardship

In the last month we’ve focused our fundraising efforts on two parallel tracks: completing the 2020 Bridge to Our Future Campaign; and ending 2019 with a strong push for year-end pledge payments and gifts. As of Monday, the Bridge Campaign has raised $440,000 toward our budgeted goal of $470,000. This is good news! We’re almost there, and should be able to surpass our goal in early January. For the rest of December, though, we will focus almost exclusively on year-end giving, trying to finish 2019 in as strong a position as possible.

New Year Silent Retreat

The New Year is, for many, an important time of spiritual reckoning and preparation. Along with the Rev. Dave MacMillan, I am preparing to lead a group of All Souls members on a New Year Silent Retreat from January 10-12.
Staff Bonuses/Cost of Living Increase

The staff was notified on December 17, 2019, that as part of the budget passed by the Congregation on December 8th, they will receive end-of-year bonuses and a three percent Cost of Living Increase (COLI) effective January 1, 2020. The bonuses, totaling approximately $8,000 will be distributed this week. One member of the staff told me that the news of the bonus is more significant than the COLI because it means he is valued and appreciated, and that his work is recognized.

Changes to the Personnel Manual

On November 5, 2019, I met with Pamela Coukos to review the content of the All Souls Church Personnel Policy Guide. Specifically, Ms. Coukos and I discussed redrafting the guide to support a collaborative, rather an authoritarian structure, affirms the 8th Principle, and fits the specific needs and functions of the All Souls staff.

For example, I was immediately struck by the punitive impact of Paid Time Off (PTO) rollover policy. Staff had been allowed to rollover only 40 hours of the leave they earned over the course of the year. Because the staff is small in size and supports year-round a near 13-hundred member congregation, there are few opportunities for staff to exhaust their PTO faster than they earn it each pay period. The impact of the policy forced several members of the staff to make a choice: rush to take time off at the end of the year -- the busiest time of the year for the church -- reducing a small staff to near skeletal proportions, or lose the majority of the time they earned the previous eleven months. Because the staff is so dedicated, most of them were leaving money and time on the table by sacrificing hundreds of hours of PTO on December 31st.

To remedy this issue, on December 11, 2019, I revised the Personnel Policy Guide to allow staff to rollover 80 hours of PTO every year. This is time they have earned and will allow staff to take the majority of their PTO during the summer months -- the least busy time of the church year -- and at the start of the new church fiscal year, rather than during the holiday season. This change will have no fiscal impact on the budget.

Performance Evaluation System

In tandem with re-drafting the Personnel Policy Guide, I am now turning my attention to developing and implementing a performance evaluation system to launch at the start of the new Fiscal Year. This is so performance measures and mid-year reviews are accurately tied to budget cycle.
All Trustees now have email addresses on the All Souls Microsoft Office 365 account. This will allow all members of the board to communicate and store documents on a single platform. This will ensure greater efficiency and allow the proper archival of board documents, rather than relying on Trustees to store board-related communications on their personal email accounts.

**Landmark Forum Training**

On January 31-February 2, 2020, I will attend the Landmark Forum training. The training was recommended as a means to becoming a more effective and self-aware leader as the Church grows into the co-leadership model of Executive Director and Senior Minister holding equal position and reporting obligations to the Board.

**Stewardship Campaign**

I will begin working with Campbell and Company in January to set out an implementation plan for the stewardship campaign to begin in the Spring. Jeff Wilklow and his team have agreed to work with the committee the Board designates to create a plan; to train members of that committee on how to implement the plan; meet quarterly with the committee; and regularly check in with that committee to ensure goals are being met. It is my hope that the Board will form a stewardship and fundraising committee for this purpose, and that the committee will include lay leaders and key members of the staff to ensure a successful fundraising campaign and a shift to a philanthropic culture at All Souls.

**Re-engagement With All Souls**

I am pleased to report to the Board that members who disengaged from the church over the departure of Reverend Moore have now begun to reconnect. I have held a meeting and had several conversations with members who are encouraged by the progress they see regarding the co-leadership model and by the work of the Transformation Team (TT). All have emphasized the importance of the continuation of the work of the TT. Recently, a restricted donation was received specifically to support the TT.
All Souls Church Board of Trustees Governance Task Force
2019 End of Year Summary and Recommendations for Early 2020

Introduction

The eight members of the Board’s Governance Task Force began its work in June 2019 with a summer-long review and analysis of All Souls basic governance documents as well as other sources.¹ At its September meeting, the Task Force members reported their findings, and identified four key topic areas in need of change and attention at All Souls Church:

- Goals and monitoring
- Congregational linkages
- Board operations and training, orientation
- Staff leadership and management issues

The Task Force also reached consensus on adapting a governance framework to fit our church, based on our history, our present Policy Governance Framework document (Framework), our church’s principles (especially the 8th Principle), and the recommendations for governance improvements that we reviewed. The core of this approach is that the Board actively engages with the congregation to set goals for the church, and then primarily focuses on (1) making policies to implement those goals and (2) monitoring the implementation of those policies and other matters. Under this approach, the staff is in charge of managing day to day church operations.

Currently, the church’s governance framework does contain many of these elements. In the past few years at All Souls, however, our commitment to this governance approach has weakened, and the Board of Trustees and others have become more involved in management details and daily happenings. With all of this in mind, the group rated each of its findings on whether it is 1) a present strength, 2) something we need to either restart or improve, or 3) something that needs to be added to our Framework.

The other broad concern of the group was the 8th Principle, and what changes are needed in our governance structures moving forward to include new efforts and information on how we bring it to life as we continue to work on building the Beloved Community at All Souls Church.

¹Sources examined included: The All Souls Policy Governance Framework document and Bylaws; 2018 Governance Assessment by David Pyle; 2018 and 2019 reports from the Transformation Team Governance Working Group; Governance and Ministry by David Hotchkiss; All Souls historical documents on the 2002 adoption of Policy Governance as well as various Board of Trustees documents 2002 onward, and practices at other large UU churches nationwide.
Our recommendations for next steps now at the end of 2019 and in early 2020 are presented as follows:

- **A description of each topic area**, including its treatment at present in our Framework Document; our suggestions for changes needed and why.
- **A specific action in each topic area that we can launch in 2020** and who might be involved in leading it. For all four of our suggested actions, we suggest the formation of a collaborative implementing team that includes members of the Task Force, Church staff and members of the Transformation Team as well as other interested congregants.
- **Policy Governance Framework document editing in general**: First suggestions for the editing which some have suggested could even include renaming it!

Finally, this report should be regarded as part of a work in progress, a part one, so to speak, with much more to come with all of us working together on governance reform at All Souls in 2020.

Goals and Monitoring

What the Framework says:

The Preamble of our Framework document is titled: **The Values, Vision and Goals of All Souls Church**. We need to ensure that “Congregationally approved long-term Goals and policies drive All Souls’ Ministries, and that collaboration among all parts of the Church in a spirit of shared ministry is an essential feature of the Church’s success in meeting those Goals.” In Part IV on monitoring, the document says the Board is charged with monitoring the implementation of four Goals – through setting up a Goal Implementation Team, receiving the reports from that Team.

The Task Force suggestions for change in this area include:

1) **Present strength**: the history of having the Board focus on goals, not management details, and also efforts to have our goals drive program and budget priorities.

2) **Improvements or restarts**: identify clear and unambiguous goals; set up a combined staff and lay person goal implementation and monitoring team; create annual clear measurable indicators and an annual monitoring calendar.

3) **Add to Framework**: Establish annual priorities, set goals that drive budget allocations, including financial goals, and clarify who has accountability for goal progress, including end of year reports.

Suggested Action:

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| **Create a new Strategic Plan**, Start with the 2017 draft plan, focus on the 2021 church bicentennial; include a monitoring system for assessing progress on the stated goals, and reporting to the Board and Congregation. | **Task Force**: Erika and Tom Staff: Traci Hughes, Jen Hayman, Gary Penn Congregation: | • Begin early 2020  
• Present draft at June 2020 Congregational Meeting |

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ii See Policy Governance Framework, All Souls Church, Unitarian, page 5.

iii Ibid. page 19.
**Congregational Linkages**

**What the Framework says:**

The framework mentions the congregation 50 times, including stating, “The All Souls’ Board of Trustees shall approach its task with a style which emphasizes responsiveness to the congregation...” The framework explicitly states members’ rights and responsibilities to:

- Approve long-term goals;
- Receive information on progress of the church in meeting its goals;
- Provide input into policy revisions (through “substantial consultation” by the Board);
- Attend and make comments during Board meetings;
- Have access to Board minutes and official documents; and
- Have access to a church calendar that meets congregants’ needs

Despite this explicit emphasis on congregational linkages in the current framework, the task force believes the Board should do more to follow through on that commitment. For example, could the Board have reported on the progress of the church towards the long-term goals at the annual meeting?

**Task Force Suggestions for change in this area:**

1) **Open Questions**

In his 2018 report on All Souls' governance systems, David Pyle's first recommendation was to explore the "Governance and Ministry" method outlined by David Hotchkiss in his book of the same name. This ministry model places a greater emphasis on lay involvement in the governance of the church than policy governance, and Pyle said about All Souls that he has "rarely seen a congregation whose culture more closely matches what is envisioned by Governance and Ministry." (Pyle Governance Assessment, 13).

The Task Force recommends that the Board adopt one of the key elements of that model: the use of Open Questions to create an ongoing dialogue between the congregation and board about the church’s future, and to increase Congregant buy-in about church changes.

Open Questions are big questions about the Congregation's future that the Board should not answer alone and that require wide conversation. A good Open Question is one that creates space for the Board and Congregation to reflect about the future of the church or about elements of church life that may not be working. In the book Governance & Ministry ("G&M"), Hotchkiss provides a list of some questions that churches have previously used, such as:

- What are the core values that will shape our stewardship of money, and how shall we express those values in our future budgets?
- As we make significant changes, how will we meet the needs of the current congregational members?
- What groups of people that we are not now reaching do we mean to reach?

The Board is responsible for formulating a small number (not more than three) of Open Questions at its annual retreat, at the start of a new Board year. The Board then poses these questions to the
Congregation and asks the Congregation and communities within to think about these questions, have internal meetings about them, and provide input to the Board. The Board also lets the Congregation know when each Open Question will be on the Board’s agenda. When the Board meets and discusses Congregant feedback, the purpose of the meeting is to not necessarily choose an option, but to move the work of the church on that Open Question from congregational feedback to implementation by the Board.

Hotchkiss recommends the use of these Open Questions because they promote transparency and humility and prepare people for change. From a transparency perspective, these questions reveal to the congregation the large questions that the Board is grappling with as the church moves forward, and to cut against accusations of secrecy. From a humility perspective, the Board, through posing these questions to the Congregation, courageously acknowledges that the work on the future of the church cannot be done by the Board alone and that the Board does not have all of the answers to these questions. Hotchkiss also points out that the use of these Open Questions prepare people for change because the Congregation has had a chance to have new ideas circulated among, to discuss those new ideas, and to give feedback on them. Additionally, while Hotchkiss does not mention it, the use of these Open Questions would also advance the 8th Principle by opening up work on the future of the church to the community of communities within All Souls, even if some of those communities aren’t currently represented on the Board.

At All Souls, the implementation of this Open Question work could go as follows:

- At the Board’s retreat, the Board selects two or three open questions.
  - In our shortened six-month year, and as this Open Question work is just beginning, we suggest picking one Open Question for the upcoming six months.
  - One significant question currently facing the church is whether to try to adopt the co-minister approach recommended by the Transformation Team. This significant question is one that could be used as an initial Open Question.
- After the Board's retreat, the Board would announce its Open Question(s) from the pulpit and via email.
  - The Board would also communicate these questions to the various communities of the church.
  - The Board would ask the communities of the church to provide the Board with feedback on the questions.
- At this time, the Board would also announce a time to meet and have an extended discussion of each Open Question.
  - The Board would proactively invite representatives from the communities of All Souls to this meeting. No other business would be conducted at this meeting.
  - The Board could also work with the Transformation Team to gather people prepared to discuss this question.
  - The actual meeting would be moderated by a person (or persons) trained in meeting moderation, and aware of the need to make sure that one set of voices does not dominate the meeting.
- At this time, the Board would also announce when it will discuss the Open Question at its Board meeting.
  - At this meeting, the Board would discuss the feedback it's received from the congregation about the Open Question.
• This meeting does not need to resolve the Open Question. Rather, the purpose of this meeting is to gather and summarize the feedback the Board has received from the lay people of the church about the Open Question.
  • Following the meeting, and following the congregation's work on the Open Question, the Board would then work on the action items it needs to resolve the Open Question.

For the success of Open Questions, this work must be planned in advance. The Board must be forward-thinking enough to adopt an Open Question at its Board retreat and to then set a year-long plan for the discussion of that Open Question. It is also possible that the Transformation Team could play a significant role in partnering with the Board to solicit Congregant input on Open Questions.

The Task Force believes that the use of these Open Questions would significantly benefit All Souls. We are a church that feels passionately about the open discussion of church life, and we are a church of people with a diverse set of backgrounds and experiences and talents. Transparently and humbly asking the Congregation to help the church, essentially, brainstorm on how to be a better church could excite the Congregation and could provide for significant Congregation buy-in with the next steps in the church’s evolution.

2) Increase Communication with the Congregation

The Task Force suggests the Board develop a plan to increase engagement with the congregation to both share easy-to-understand information more frequently with members and create more opportunities for the Board to hear from members on matters important to the church. The Board can undertake a number of approaches to achieve this increased engagement, but a few ideas from the task force include
  • Offering members more opportunities for informal Q&A with the Board;
  • Adopting approaches that make attending Board meetings less intimidating;
  • Publishing Board meeting agendas, including order of topics, at least one week before the meeting;
  • Developing and publishing a calendar of topics to be discussed by the Board so members can know well in advance when a topic they would like to contribute to will be discussed by the Board;
  • Providing clearer, jargon-free briefing information for Annual Meeting agenda items;

Suggested Action:

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| 1) Identify Open Questions for conversations with the congregation throughout the year, pose these questions to the congregation, and set a plan for receiving feedback. | **Task Force:** Neil, Brenda  
**Staff:** Gary Penn  
**Congregation:** Member of the Transformation Team | 1) Board January retreat  
2) April 2020 |
Board Operations and Training

What the Framework says:

Matters related to Board Operations are throughout the entire document and overlap with the other two topics above. The need for Board orientation and training is also mentioned. For purposes of this exercise, the most relevant sections are:

- Part I. Section B – Governing Style (e.g., focus on strategic leadership and not administrative detail, encourage diversity of viewpoints, be proactive not reactive, practice self-monitoring ensure systematic timely recording of minutes and timely orientation of new Board members; regularly discuss Board’s process and performance)
- Part II: Section A - Board Responsibilities (e.g., produce and update written policies; regular monitoring; play leadership role in fundraising, review budget, President assures integrity of Board’s process and ensures meetings are focused, deliberations are fair, timely, orderly, and work is delegated)
- Part II: Section C – Trustee and Officers Covenant (be prepared, make well informed decisions, follow communicate decisions to congregation, maintain confidentiality when necessary)
- Part II: Section D – Trustee and Officers Code of Conduct
- Part II: Section E – Board Committees (appropriate use of Board Committees)
- Part II: Section F – Board Meeting Agenda (agenda template and dissemination of meeting materials in advance)

Task Force Suggestions for change in this area include:

1. Present strength: Current Framework already comprehensively addresses much of Board Operations
2. Improvements or restarts: In some cases successive Boards have not practiced/exercised/or followed these sections. Current Board should review and revise these sections. Board should also articulate and clarify relationships with Transformation Team and 8th Principle Project
3. Add to framework: Additional content on Board orientation and training

Recommended Actions:

Board Process and Structure
- Develop Board Annual Calendar
- Review and Update Board monthly agenda template
- Develop and use Board governance and operations assessment tool to be used at each Board meeting to evaluate progress
- Rethink/realign Board WGs and Committee Structure
  - Consider Board WGs on Congregational Linkage; Monitoring; and Finance/Budget (made up of Board members), others?

Board Relationships
- Develop understanding with Governance Task Team, 8th Principle Governance Work Group and Board.
• Encourage and facilitate dialogue between Board and 8th Principle Task Team on ASC governance and antiracism/anti oppression.

Board Training
• Develop Board Governance Training and Calendar
  o every other month during board meetings
  o quarterly for 2-3 hours outside Board meetings with Ministers and Staff
• Meet with new members in December/early January for Governance Conversation and to provide suggested readings
• Assign new Board Members with a governance mentor/buddy: The Board could implement a buddy system, which could be implemented in two ways. New Board members could be assigned a former Board member as a mentor. The mentor would be available to help the new Board member understand the role and provide advice throughout the first year. In addition, rising leaders in the church could be assigned as buddies to current Board members. The Board member and buddy could agree on ways the buddy could support the Board member, for example helping set up an event like the picnic held by the Board last year. This approach would ease the burden for the Board member and help build the base of congregants familiar with Board operations who can be developed for future Board service.
• Identify budget needed to fund governance training for Board (Cost of Good Governance)

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| Create a comprehensive church leadership support plan, including a “program” of Board orientation, documents overview, buddies assignments, meetings with past Presidents, ongoing support. Etc..... | **Task Force:** Chuck and Bob  
**Staff:** Rev. Rob and Traci  
**Congregation:** members of the LDNC, Leadership Course Planning Team, Past Board Presidents | December 11 Board orientation kick-off |
Staff Leadership and Management Issues

What the Framework says:

This is the area that requires revision to provide clarity on the structure, composition, and function of senior staff at All Souls. The present Framework is premised on having an Executive Team in place, a team that over the years consisted of different numbers and configurations of staff. Under the current Framework that Executive Team is responsible for day-to-day operations of the Church and for guiding the Staff and volunteers. Accountability is accomplished via the Senior Minister, and through receiving Executive Limitations reports throughout the year in the areas of Protection of Assets, Staff and Volunteer Treatment, Communications and Financial Management.

Task Force Suggestions for change in this area include:

1. **Present strength:** Independent Executive Director
2. **Improvements or restarts:** The 2018 bylaws change regarding the Senior Minister and the Executive Team.
3. **Add to framework:**
   - Senior staff: adopt clear policies on issues such as the relationship with the Board, the Performance Management System to be created by the Executive Director, including how to review called and non-called ministers; and a structured way to convey to [executive team] what staff can and cannot do.
   - Moderator: change? Should primary role be to head Church Council?
   - Treasurer: clarify the role.

Recommended Actions:

The Executive Team model has already been changed in the All Souls Bylaws and other actions. The Senior Minister is a non-voting ex-officio member of the Board of Trustees; the 2019 Board voted to have both the Senior Minister and Executive Director report directly to the Board. The present structure will change again with the Senior Minister’s departure in June and the arrival of an Interim Minister. We need to determine how the existing bylaws and policies should be changed to more clearly reflect the current governance process, the lines of reporting and the relationship between the Senior Staff and the Board, while allowing flexibility that is essential to respond to changing circumstances.

We also need to determine how existing policies should be changed to include policy and procedures for evaluating the performance of the new Senior Staff Team, including how the Board will supervise the Executive Director and evaluate the individual members of the Senior Staff Team.
The concept of the Board as a goal setting and policy oriented body, with day to day management the responsibility of church staff, is still a valuable one. However, now that the Board has Senior Staff reporting directly to it, new policies and procedures are needed to clarify just how this relationship will work going forward.

Dealing with staffing issues is a reminder that the church is a system: staff, congregation and the Board all working together. A specific positive action proposed below would help clarify staff evaluations at all levels. However, in general the Board needs to spend some dedicated time this spring on the several unresolved issues regarding staffing and management at All Souls.

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<tr>
<th>Immediate Action</th>
<th>Leads</th>
<th>Timeline</th>
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| As per Pyle recommendation #4, create and activate a Performance Management system for All Souls Staff, including ministers. | **Task Force:** Barbara and Task Force members  
**Staff:** Traci and other staff  
**Congregation:** Member of the Transformation Team |                           |
Next Steps

At the beginning of this summary document we noted that we would base our efforts to adapt a governance framework fitting our church on “our history, our present Policy Governance Framework document, our church’s principles (especially the 8th Principle), and the recommendations for governance improvements that we reviewed.” And that the core of our approach “is that the Board actively engages with the congregation to set goals for the church...”

Utilizing what is good in our present Framework reminds us, as one Task Force member noted, that “we are not starting with a blank page here!” As a possible approach, here below are some specific ways for how we could proceed in the next year to revise the present Framework into something much more suited to All Souls Church.

**A Plan for Making Overall Changes to the Existing Policy Governance Framework**

- **Review of entire governance framework providing line-by-line edits.** This will require review and approval of these edits by the Board to ensure that they comport with the proposed changes to the Goals. Specifically:
  - Review the first 3 goals to decide if the 8th Principle should be explicitly stated, particularly in goals 2 and 3.
  - Expand Goal 4 to cover the building, financial issues, human resources management and technology and other infrastructure areas.
  - Make the goals guidance more explicit.

- **Provide a new name to the Board’s policy document.** Ultimately, the name Policy Governance Framework could be changed to something like “Operating Principles for the All Souls Board of Trustees.” This change is important to reflect the new direction of Board actions, placing emphasis on goals, monitoring, and policy development/review, rather than overseeing the day-to-day operations of the church.

- **Develop a new section of the policy document for Congregant involvement in the development and implementation Board policies.** For example, we could:
  - Prepare a summary version of the new Board Operating Principles to make available for Congregants so they can better understand key aspects of All Souls church government and governance.
  - Ensure there is a “governance module” included in for example, introductory sessions/classes about All Souls, Adult Spiritual development classes, and the All Souls Leadership Course.
  - Hold a series of meetings to ask congregants about “3 Big Topics” important to the All Souls and then use that information as church policies are developed and implemented.

- **Incorporate specific recommendations from other governance sources such as Daniel Hotchkiss book, Governance and Ministry.**