

# All Souls Church Unitarian Board of Trustees Meeting Minutes November 29, 2023

## Trustees

Name	Present	Absent
Alan Abramson	x	
Pam Coukos	x	
Sophia Fisher, Secretary	x	
Gretta Goodwin	x	
Maya Hermann, President	x	
Traci Hughes-Trotter, ex officio	x	
Brian Petruska, Treasurer	x	
Clair Null, Vice President	x	
Bill Sinkford, ex officio	x	
Justis Tuia	x	

## Officers

Brad Johnson, Assistant Treasurer

## Staff Present

None

## Guests Present

Samantha Trumbull

David Arnold

Amelia Peele

Eva Heintzelman

## Reports Received

- Beckner Fund Internal and External Grant Recommendations
- October Financial Report
- Executive Team Report
- Executive Limitation Report: Protection of Assets

## Convening

The meeting was called to order at 7:01 p.m.

## Chalice Lighting

Maya lit the chalice and shared a reading

## Monthly Theme Reflections

Traci facilitated a group reflection on the monthly theme of “need”

## 10-1 Approval of Agenda

*Motion to approve agenda, seconded, approved without objection*

## 10-2 Consent Agenda

- October Meeting Minutes
- Inclusion of apology letter to the Executive Team in the meeting minutes
- Beckner Fund grants
  - Point of information from Alan – he’s been an advisor to Platform of Hope since his service on the Beckner Committee ended...does that raise any conflict of interest in terms of his vote to approve their grant?
  - We’ll just consider that as an endorsement

*Motion to approve consent agenda, seconded, approved without objection*

## 10-3 Motion to censure Brad Johnson, Assistant Treasurer

- Maya noted that the Board has been struggling with how to resolve this difficult situation for several months. After exploring several other options we've landed on this approach.

*Motion:*

Whereas, Brad Johnson accessed and downloaded files he was erroneously granted access to beyond those he needed for his work as a member of the Finance Committee;

Whereas, those documents contained sensitive and private information, including employment information and Personally Identifiable Information;

Whereas, Mr. Johnson accessed and modified without permission historical audit, budget, and other finance-related files belonging to the church;

Whereas, when asked to disclose what he viewed and downloaded, Mr. Johnson was not forthcoming;

Whereas, a review provided by the church's IT contractor revealed file access and downloads far in excess of those disclosed by Mr. Johnson;

Whereas, Mr. Johnson has not shown the good judgment necessary for a church officer and has lost the trust of the Board of Trustees;

Whereas, the Trustees are unanimous in their conclusion that these circumstances provide the board with sufficient cause to initiate the process of removing Mr. Johnson as assistant treasurer;

Whereas, Mr. Johnson has been asked by the Board of Trustees to resign from his position;

Whereas, the Board of Trustees currently lacks the number of Trustees necessary to remove an officer from office;

Therefore, the Board of Trustees censures Brad Johnson for his conduct as assistant treasurer.

*Motion seconded*

- Brad noted that his counsel had sent a letter to the Board, that he considers the language of the motion to be false and defamatory, and he stands by his statements in his letter to the Board President. Has a deep love of the church and has worked in good faith and with compassion. He encourages the Board to consider a different course of action, following the policies and procedures in the Policy Governance Framework to engage in a fair process for investigating claims of misconduct by an officer of the church.
- Trustees acknowledged receipt of the letter, but not all had time to review it in full since it was received only 30 minutes before the meeting. We had hoped to come to a different resolution, which we had discussed with Brad in multiple meetings. The board has spent a great deal of time over the past few months considering how to move forward.

*A recorded vote was held, and the motion passed 8-0*

**10-4 Developmental Ministry Goals**

- Pam shared the recommendations of the smaller group who have been working on the initial drafting (Pam, Brian, Clair). A few things to note:
  - These are goals for multiple years – they are ambitious.
  - First two goals came out of last year's Board recommendations

- Third goal on shared ministry is intended to support our work on the other two
- Note that this draft already reflects input from key staff
- Appreciation was expressed for the work of the subgroup; nice to have the two goals that speak to the physical and spiritual environments
- Do the four sub-points under goal 1 really relate closely enough to financial sustainability?
  - Drafters will consider calling that out specifically
  - We can't deal with one financial issue out of context of the broader financial picture
- Would be nice if we didn't have to spell out goal three, but it's nice that it calls out all of us to work together on these, in the context of our governance framework
- Maybe the language of goal 3 could be more open to changes in the governance structure?
  - The subgroup wanted to keep this one very neutral – doesn't preclude engaging around changes if we feel like our governance framework is not enabling us to achieve our other goals
  - Could consider adding a clause like "may or may not necessitate changes" or be explicit that we'll need to evaluate whether our governance framework is working
- Important that there is acknowledgement that we won't be able to advance simultaneously on all three – will need to do some prioritization
- Goals need to be finalized before January Board business meeting. Important to engage the congregation on the draft since ultimately everyone needs to be committed to these, but we have limited time and don't want to mislead people about the extent to which we can involve congregants in the final stages of this process.

*Motion:* To empower the working group of Clair, Brian and Pam to manage a limited congregational engagement process in December, based on the goals as shared with the Board for this meeting and to report back ahead of the December 20 Board meeting about any recommendations to consider adjustments to the proposed goals, to be considered in a special January meeting.

*Motion seconded and approved without objection*

## **10-5 Finance Update**

- October financial status
  - Core donations were under budget for Oct. Need to watch this closely over the next few months. Was last year's core donation sustainable or are we reverting to financial performance more like the previous two years? Personnel costs were lower than budgeted, so overall we're OK for now. Of course, charitable giving is highly seasonal (which probably explains the liquidity issue we had last month), but even looking at Octobers specifically, this year was pretty low. On a year-to-date basis, right now we're looking more like Oct 2021 - the year that we had a big deficit. If November finances also look more like two years ago rather than last year, we should start figuring out how to reduce expenses.
  - Important to avoid a deficit because of our mortgage – if we decide we want to refinance, then it would be very difficult if we have a deficit. We need a few years of being in a solid financial position to set us up for whatever we do about the mortgage.
  - We are seeing a drop-off in pledge fulfillment, which is something that happens every year at All Souls. We'll be sending a reminder letter the second week of Dec (people are also incentivized by the tax credit they can take by donating this year).
  - The monthly budget was set by the accountant, but even taking out the extra campaign last year, we're a little behind.
  - Dec giving is always hugely out of proportion, so we won't really know if we need to take action until we see Dec financials.

- The Combined Federal Campaign, which ASC will participate in for the first time in CY24, will disburse funds monthly starting April 1 immediately following the campaign period
- Alan notes that only the wealthiest families actually get a tax break from their charitable contributions.
- Loan from Shively Endowment
  - The church took a \$250k loan from the Shively Endowment in 2019, with the plan to pay it back out of annual distributions from the endowment, but we haven't been making those payments, plus we still owe a remaining balance on a loan taken in 2003

*Motion:* To retroactively authorize the non-payment on the loan for FY20-24, and restart repayment of the Shively loan with a payment between \$5,000 and \$20,000 in FY25, based on available funds.

- Important to be diligent about respecting the wishes of our benefactors, particularly as we are trying to encourage more congregants to plan for bequeaths

*Motion seconded, a recorded vote was held, and the motion passed 8-0*

### **10-6 Executive Team Report**

- Wonderful to hear about the momentum in the RE program
- Playback theater the weekend of Jan 6 (including a Saturday event and linked to the Sunday service) it is part of the process of rebuilding and managing conflict

### **10-7 Executive Limitation Report: Protection of Assets**

- No questions (thanks to the governance committee's initial review)

*Motion:* To find the church in compliance with the Protection of Assets Executive Limitation.

*Motion seconded and approved without objection*

- Governance committee will work with the ET to reconsider the schedule of reports for the rest of the year (they meet first Thurs of the month for anyone who wants to be part of that)

### **10-8 Vote of confidence in the Executive Team**

- As we move into a critical period for the church with a rapid and significant capital campaign and start of work on building, it's important for the Board to be explicit that we appreciate and have confidence in the work they are doing

*Motion:* That the Board of Trustees of All Souls Church expresses its confidence in and gratitude for the leadership of Rev. Bill Sinkford and Executive Director Traci Hughes-Trotter as the Executive Team of All Souls Church.

*Motion seconded and approved without objection*

- Rev Bill expressed his appreciation of this affirmation

*Notes:*

- Upcoming Board events
  - Dec 20 business meeting on Zoom
  - Jan 13 anti-racism training in person at Church with Cedar Lane
- Sophia has posted all approved minutes from the past year on the Board's SharePoint site
- This month we're experimenting with approving minutes via an email vote to accelerate the timeline for making them available to the congregation. If this goes smoothly, we can switch to that process going forward.

### **Motion to adjourn**

- Approved without objection
- Meeting adjourned at 8:36 p.m.