

All Souls Church Annual Meeting Minutes
June 4, 2023, 1:00 p.m., Hybrid

Convening

- Announcement that we had reached quorum at 1:06 p.m.
- Moderator Julia Washburn called the meeting to order and welcomed the participants
- Rev. Bill Sinkford opened the meeting with a prayer
- Julia explained how to vote, how to speak, or how to ask a question
- Jason Morgan, parliamentarian, was introduced
- Quorum was confirmed
- Agenda change
 - Item 10, Ordination of Kirk Freeman, was moved before item 4, Board Leadership Report
- *Motion made to approve the 2022 meeting minutes*
 - *Seconded*
 - *Motion is approved*

Ordination of Kirk Freeman

- *Motion made to approve the ordination of Kirk Freeman per Article 15, Section 1 of the All Souls bylaws*
 - *Seconded*
 - *Motion is approved*
- Statement in support of Kirk's ordination: Kirk just shows up, I'm thrilled with the vote that we just took. Kirk will be the minister of Davies Memorial Unitarian Universalist Church starting in September.
- Statement from Kirk: thank you for the vote of confidence and the support of the congregation for over 20 years; first came as a college student; honored to be ordained here; family will remain members here

Board Leadership Report

Neil Manzullo, Board President, gave the leadership report

- For more detail: see the Annual Report from the Board of Trustees at <https://all-souls.org/about-us/governance/2023-congregational-meeting/>
 - Especially the sections on church goals, policy compliance, and refocusing the Ministerial Search Committee
- Three significant events shaped this church year: fiscal deficit got worse, water leaks got worse and the extent of water damage started to become clear, staffing transitions impacted many members of the congregation
- Call to relational work

- How do we collaborate with the ministers and the staff to do the work of the church?
- How do we do the work of the church?
- It's up to everyone to engage in the act of creation and create a place of authenticity

Executive Team Report

Traci Hughes-Trotter, Executive Director and Rev. Bill Sinkford, Transitional Minister, gave the executive team report

- Acknowledge the work of the Board of Trustees
- A year of transition—lots of changes happened very quickly
- New variation of the leadership team; first year working together
- Deficit
 - Realization that there was an unsustainable deficit in the last fiscal year; moved quickly into fundraising helped by the stewardship committee
 - Funding our Future and As Love Shows Us All campaigns resulted in pledges increasing by just short of 30% in one year
- Church is in a better financial position now than it was at the beginning of the church year
- Moving into FY 2024:
 - Dealing with urgent and much needed repairs to the building that resulted from a decades long failure to address significant repairs, including water infiltration that is threatening the foundation of the church
 - Had to close off two rooms on the ground level of the church
 - Making progress towards permanent repairs
 - June 2022: contracted with the architect from the 2012-2014 renovations to come back and do an assessment of the church
 - Issues that were identified in preparation for that renovation that were not addressed then are the same issues that the church is facing now. We can no longer afford to kick the can down the road.
 - Water infiltration is expected to cost ~\$2.5 million to repair
 - Will need a capital campaign in 2024
 - Balloon payment on the existing mortgage in 2026 (\$2.2 million)
 - Total estimated fundraising goal is \$4.7 million
 - Testing will begin this summer, mid-June to mid-August
 - Have a little over \$1 million on hand to start work
 - \$800,000 grant secured for the church, will be used to pay for testing
 - \$340,000 from the employee retention tax credit
 - \$95,000 from an unused endowment
- Six beloved staff members left the church this spring. There was no single reason, but it is a lot of change.

- Plans are underway to search for new staff members
- Music search committee is up and running
- Much of next year will be involved in getting to know new staff, many of whom will be acting
- Searches for permanent staff will be ongoing
- Other groups formed this year – a new focus on shared ministry rather than monitoring and controlling ministry done by staff
 - Music advisory committee
 - Congregational care advisory team
 - Stewardship committee
- Rev. Bill will be staying another year

Discussion/Questions

Why was the deficit a surprise?

- Short answer: until this year, all souls had been budgeting based upon hope. Hoped for pledges and hoped for contributions that were not pledged contributions. Now we are budgeting based upon actual pledges, which is why we started the pledge drive early so we could have pledges in hand to base spending on.

Shared ministry is a hopeful future; who is involved in nomination people for new committees as part of the shared ministry?

- Most are recruited by staff; Rev. Bill and Traci would love to see volunteers

Membership Secretary Report

Donna Olson, Membership Secretary, gave the membership report

- Membership trends over 5 years. Gap between members and voting members is closing; currently voting members is 747. If bylaws are approved, members would be represented by voting members
- Membership has dipped a bit in the past couple of years, but has been increasing
- Membership is connection and commitment—asking members to make connections and commitments. Host or show up at a geogroup event. Use nametags. Talk to someone at coffee hour.
- We are going to need 100% to make the commitment to connection

Bylaws Update

Brenda Barbour gave an overview of the proposed bylaws update; thanked the other members of the team, Gretta Goodwin, Maya Hermann, Chuck Wooldridge, and Neil Manzullo

- Process overview: started in 2018; 21-22 LDNC bylaws review; then full bylaws review
- Experts and the congregation to guide the way forward
- Proposed changes to membership: what does membership mean to you? What does it look like in a hybrid environment?
 - There was a lot of discussion about voting and non-voting members. Proposing 1 category and clarifying expectations added language about covenant
 - Clarifying that members should make a financial contribution
 - What happens with members who are no longer able to make a financial commitment? New member emeritus category
 - These changes would result in a slightly smaller membership
- Proposed changes to the Leadership Development and Nominating Committee (LDNC)
 - Last year, the committee size was amended to 7 members
 - Clarifying that the LDNC does not have a role in managing the annual meeting
 - Clarify nominations by petition and remove floor petitions
 - Recast the LDNC as the nominating committee and not a leadership development group
 - Allow the nominating committee to nominate its own members
- Proposed changes to the Church Council
 - Originally recommended to be removed because it's not functioning; now proposing to retain the church council after hearing congregational feedback
- Proposed changes to calling and dismissing a minister
 - Update to bylaws on search committee
 - Dismissing a minister: lack of clarity on how the church would dismiss a senior minister
 - Lack of clarity on how a non-senior called minister would be called
- Other proposed changes
 - Congregational notification of budget adjustment
 - Formalistic requirements re church committees
 - Democratic rules of order
 - Elected positions track fiscal year
 - Creation of rules for absentee/proxy votes
 - Any member can chair church meeting rather than moderator

Motion: I move to amend the bylaws by substituting the proposed substitute bylaws as recommended by the board of trustees. This proposal comes from the Board of Trustees and does not need a second. Any adopted changes do not take effect until the close of the meeting. Other than election. The Board of Trustees will be authorized to make technical and non-substantiative changes

Seconded

-object to moderator removal

There will not be an election for moderator if the moderator position is removed

New bylaws will not go into effect until the end of the meeting (floor nominations will still be possible this meeting)

Motion to amend the original motion: I move to re-insert the church council in the bylaws. Same purpose, membership, etc. updated some vocabulary. Council chair would be elected by the council itself. I move to amend the proposed substitute bylaw in the manor shown on the screen or in the handout just passed out

Seconded

Discussion on the motion

- Not as accountable as we should be. Current interpretation of governance is flawed. Six staff members leave, talking about eliminating the church council's role in church governance. Moving towards to a system of exec team having power and board not having power. Strongly urge you to vote no on the whole package. Church is in turmoil right now
- Discussions have reflected that church council is the voice of the people, not enough. Too quick. There's no rush to implement the change. Watched the erosion of the voice of the congregation. Exacerbated by the congregation feeling left out of the decision. Repeated pattern lack of flow of communication can be reversed by using the church council for its intended purpose. Strengthen church council not get rid of it.
- Question: Rev. Sinkford has stated that he is willing to serve for an additional year. Was moderator in previous years, takes a long time to call a minister, good time to rethink some of these things instead of waiting. Given how long it's taken in the past to go through the search process, it seems like a year is not a lot of time and now is a good time to think about how things are structured
 - Rev. Bill: The congregation should spend the next year in serious discernment on a lot of things, including deepening relationships and affirming covenant
- Agree that there need to be changes to the church council-it is not representative of the people, shouldn't automatically be given the role of nominating people
- Is it an all or nothing vote [on the bylaws]?
 - We're only voting whether or not to accept one amendment to the board's proposed bylaws. We will then go through every single amendment and have a chance to make amendments.
- Believe in All Souls Church. Don't think we're ready yet to make all the changes. Removes the church council's rule in governance by removing moderator from board participation. Current bylaws say that new organizations can be started by congregants,

this is gone from the new version. Think that we need more time to think about these changes

- The role of church council in governance is pivotal. Need some tweaks but is a foundational part of our community, as is the role of the moderator.
- Against the amendment and against the larger issue of tinkering with the bylaws and the church council. Church council is foundational to the democratic process

Motion: to refer the question of all the bylaws amendment to a committee of the Board

Seconded

Discussion:

- The work the bylaws review team is very important to the church and also but that it represents a pattern of reducing congregational voice and centralizing power in the board and the executive team. Bylaws review team is codifying the way the church is being run but thinks that we need to step back and take a look at governance overall, report back at a congregational meeting
- Table discussion of the bylaws and send it to a committee; will not make a decision today but the committee
- Member of nominating committee for next meeting. Support of passing the amendment., thought the review of the bylaws was very thoughtful. When folks are happy with what's going on, people don't get involved, and when people aren't happy they want to get involved.
- Motion is to refer to a committee of the board, correct?
 - Yes
- Committee of board members or a committee named by the board?
 - If the motion is adopted, the Board shall appoint the committee based on the current bylaws, board would be open to suggestions
- Refer to committee, resulting governance structure would not be in line with what he thinks the governance should be. Easier to centralize authority than to revert back later. Try harder to make it work rather than adopt a more centralized structure
- Support sending it back to the board for more work, about to have a lot of conversations about who we are and could potentially improve the good work that's already been done. Give ourselves more time.
- Thankful for Rev. Sinkford for joining for another year and the review team for their work on the bylaws, think that since we are a democratic congregation more conversations and more time would be more beneficial and have a better result than doing it piecemeal. Support sending it to committee to improve the bylaws to support the church
- Thank goodness for parliamentarians. Support sending this to committee. Temporary discomfort and we will all feel better at some point
- Allowed to call for a vote?

Motion to call the question

Seconded

Motion passed

Back to the motion to refer the bylaws to committee

Vote: 125 yea, 62 nays—motion passed to refer bylaws to committee

Budget

Bernard Mustafa, Treasurer, presented the FY 2024 budget

- After may 9 budget hearing; trying to narrow the budget deficit ~\$27,000 deficit; core donations are based on actual pledges, 2% shrinkage anticipating that some pledges may not be met; endowment distributions can be upped to 6% if needed; 5% in budget, an extra 1% if needed. Removed a couple of part time positions.

Motion to approve the budget as presented

Seconded

Discussion

- Concerns about the budget particular \$15,000 for an outside consultant, profound concerns about the way things are going here. Would like \$75,000. Will pause pledges until this is funded.
- Please expand on what you said about removing front desk and facilities personnel
 - original budget on may 9 had new positions for facilities and front desk. Those two were removed. Not current staff, new jobs were removed
- Clarifying question core program revenues: why did they drop?
 - actuals from 2023 were ~\$13,000; \$15,000 is more in line with what happened
- Please clarify total contribution from all of the endowments
 - \$185,000 endowments are going to the general fund; also have Shively and Beckner are restricted funds so they don't show up on the budget. Represents all the non-restricted distributions that go to the operating reserves.
- Cost of the independent inquiry. Glad that the church has made a commitment to working with folks from the outside. May not cost as much as \$75,000, but probably would cost more than \$15,000. Would like \$15,000 increased to \$30,000.
- No description of actuals and the proposed variables of what we just spent. The budget online does not provide enough information for congregation to make an informed decision.
 - budget overview includes forecast for 2023—9 months actual and 3 months forecasted. That's in the package that was provided to the congregation.
 - breakdown by ministry was provided.

- More detail on core program expenses—RE, music, included? What’s the difference between 23 and 24 budget (why a decrease for 24?)
 - Core program expenses includes a whole host of things—the difference between last year and this year is denominational support for UUA was decreased, membership expenses were reduced, racial justice action was reduced, and the Beckner fund costs were allocated differently.
- How can the congregation get access to the full budget?
 - Full budget available tomorrow, but the rolled up version will not change
- Why did building expenses line item reduce from about 300k to about 150k? Line 6000.
 - It removed the grant we received this year. Capital Security Grant, about 90k, but that was just for the current FY. It will not be in next year’s budget.
- Question about salaries—was there an increase based on the legal increase in the minimum wage (yes, for hourly workers), will have a hard time approving a budget that does not pay a living wage to all workers, even part time – this is a moral imperative
 - Any increase to cost means two things- either the congregation increases revenue (pledges or otherwise) or cuts costs
- Will the detailed budget include line item personnel expenditures and are all personnel expenditures now in line with UUA guidelines
 - Staff salaries are generally rolled up for privacy reasons, Traci will share hers and Rev. Bill’s. asked to phase in increases rather than moving all the way at once.
- More information on the salaries at the lower end—how much money would we need to raise the wages of hourly workers to \$22/hour and would like to know what the lowest salary worker makes.
- Asked for greater details, and granularity, not enough detail to make a decision on the budget. Offer a substitution: table the budget to next fall to allow for greater detail to be provided and to find ways to bring people’s salaries into compliance with UUA guidelines reconvene September 17, 2023
 - if we do not have a budget, the church cannot function, can’t wait until September for a budget payroll, vendor payment
- If there’s no budget between now and September, would those be paid as exec team determines or would the previous budget be on a continuing resolution
 - The budget is based on actual pledge totals. Budget cannot be extended beyond June 30. There is not enough money in the bank to extend current budget into September
- Concern with action that doesn’t have a budget today is that staff wouldn’t get their budgeted raises effective July 1. Can’t vote to postpone people’s raises to some unknown date in September
- Can we authorize the new budget for only the first quarter of the fiscal year?
 - what the board has directed the exec team to do is present a budget today that commits to reviewing returns at the second quarter. We won’t know how the financial recovery of the church is going until the second quarter. Exec team will review at the

- Spent time over many months working on this. There does need to be an understanding that we need to give more if we want more. Encourage people to get involved earlier in the process. Join the finance committee. Today should be procedural.
- Imperative that the budget be passed
- Asked Traci and Rev. Bill an email asking for a detailed budget and didn't get it. Want to make a motion to vote on the budget later in June.

Amended motion: Approve the budget but hold a special congregational meeting in September 2023 and at the time the details would be provided including salary transparency for staff members and contractors, ratio between lowest and highest paid staff members.

Seconded

Discussion

- The only salaries that can be provided without staff permission are Rev. Bill and Traci's – generally accepted HR practices, it's not in the bylaws.
- Is there a way to make it binding that the information that is requested will be provided?

I ask for unanimous consent that we hold a special meeting in September to consider potential amendments to the budget for FY 2024. And we need salary transparency for all church staff with the caveat that it can't be shared without consent, increased funding for an independent inquiry into recent staff departures and to establish a ratio for internal equity for all staff

- Talking about pay policy related to staff. Setting a ratio to the highest staff member to the lowest staff members. Board should carefully consider the policy; September may be too soon.

Motion to call the question

Seconded

Vote: Yes: 43; No: 87

Motion failed

Want to move to vote on the budget after we have received a more detailed description of the budget, seconded

Motion to call the question on the debate

Seconded

Motion passed

Back to the original motion on the budget

Motion on the budget:

Yes: (115)

No: (21)

Motion passed

Elections

Bill Kules gave an overview of the LDNC process

Several positions were nominated by the LDNC:

- Board of Trustees
 - Alan Abramson
- Treasurer
 - Brian Petruska
- Membership Secretary
 - Donna Olson

Open positions: several nominated by petition

- Board of Trustees
 - Pam Coukos
- Assistant Treasurer
 - Brad Johnson

LDNC (nominated by the LDNC)

- Eileen Findlay
 - Mark Mathews
 - Lydia Mosher
 - Georgia Yuan
 - Topher Kandik
-
- Question: were the people nominated by petition vetted by LDNC?
 - No, that was outside the LDNC process

Nominations from the floor:

Libbie Buchele: Nominated Danielle Henry for Moderator (seconded) (affirmed by 3+ members)

Pam Coukos: Nominated Sam Trumbull for LDNC (seconded) (affirmed by 3+ members)

Vote on LDNC nominated nominating committee members

Eileen Findlay

Mark Mathews

Lydia Mosher

Georgia Yuan

Topher Kandik

No discussion

Motion passed unanimously

Vote on LDNC nominations for Board of Trustees and Church Officers

Donna Olson

Brian Petruska

Allan Abramson

No discussion

Motion passed unanimously

Vote on Pam Coukos for Board of Trustees nominated by petition

No discussion

4 opposed; motion passed

Vote on Brad Johnson for assistant treasurer nominated by petition

Discussion:

- Can we defer this vote?
 - No

Vote: Yes: 82; No: 40

Motion passed

Vote on Danielle Henry for moderator

Yes: 103; No: 8

motion passed

Vote on Sam Trumbull for LDNC

Yes: 100; No: 16

motion passed

Traci gave the closing prayer

adjourned at 5:18