

**Unitarian Universalist Church of Annapolis**  
**UUCA Board of Trustees Meeting**  
**UUCA Library: February 12, 2018: 6:50 - 9:52**  
**Minutes Approved**

**Attendance:** Ken Apfel, Gina Williams, L.E. Gomez, Heather Millar, Dianne Moreau, Kathleen Rolenz, Maury Marks; **Other Attendees:** Gretchen Sparkman, Alethea Shipplett; Representing CMC: Win Decker; Representing the Governance Team: Evelyn Spurgin.

Chalice Lighting and Opening Words: Gina

**Brief Check-in - all**

**Powerful question:** What are the gifts that you bring to the leadership team of this congregation?

**Approve prior Board meeting minutes:** Heather

**ACTION:** Dianne Moreau made a motion seconded by Maury Marks to accept the minutes for January 8, 2018 as distributed on February 11, 2018. Approved.

**Follow-up items:**

- **Planning the April Congregational Meeting with CMC:** Ken and Win
  - Discussion of agenda.
    - The sitting arrangements for the members of the Board and the Parliamentarians will be altered for this meeting.
    - A vote on the 8<sup>th</sup> Principle is on the agenda. The question was raised and will be resolved at the next meeting: Do we want to handle this vote as we did last year for the Sanctuary vote and have 2 votes. The first vote would be: "Are we ready to vote?" The second vote would be on the 8<sup>th</sup> Principle Resolution.
    - The procedures for how to handle nominations from the floor were reviewed including that the person nominated must be present to acknowledge a willingness to serve in the position or have previously indicated this willingness.
    - The BOT President, CMC, Moderator(s) and Parliamentarian will meet ahead of the April meeting to discuss the details of the agenda and procedures.
    - Handouts will be available in printed form and online by April 1<sup>st</sup>.
    - Robert's Rules has been the primary source for conducting business at Congregational Meetings. We have also agreed to specific Standing Rules for these meetings.
- **Governance Team update:** Evelyn
  - According to the charge that the BOT gave to the GT, their first job is to recommend the type of governance structure that would be appropriate for now and in the future. This should be completed in the fall.
  - Because of the extensive research done by the GT, they recommend that they draft the revisions to the Constitution and Bylaws and then the Board works with these

proposed revisions. Once the Board has approved a final form for each, the GT will help the Board communicate information about the documents to the congregation. This process should be completed by the end of 2019.

- o As the next step after these first two, the GT recommends that they use their expertise to assist the Board in revising the governing and operational policies.
- o The GT recommends to the Board that the Governance Team become a standing committee of the Board. This was discussed and set aside as something to be considered at a later time.
- o **ACTION:** L.E. made a motion and Heather seconded it to have the Governance Team present the preferred form of governance and proposed revisions for the UUCA Constitution and Bylaws by October 2018 and that the Board amend its charge to the Governance Team. Approved.
- o The documents related to the Endowment Board need to be reviewed and updated. They will be shared with David Pyle for his suggestions.

### Board reports:

- **Finance Officer report:** Maury
  - o The 2017 Year End report shows 27K above the budget. Income was 21K more than anticipated and expenses were 6K less than expected.
  - o The Concert Series income was identified as maybe being overly optimistic for 2018.
  - o It was noted that there is a timing problem with when the Board receives the Financial Reports and that it would be helpful to have the Finance Committee meet before the Board meets each month.
  - o Expenses were more than revenue by 5K. It is too early to determine if this is a problem.
  - o This month we had a cash flow of 92K.
  - o The question was posed: What kind of reporting does the Board need to fulfill its fiduciary responsibilities? To be continued.
- **Senior Minister report**
  - o Rev. Kathleen sent a 3 part report which was received with appreciation as being clear and providing much need information.
  - o Part I - From the Balcony—What I See: Progress towards becoming an anti-racist, anti-oppressive multicultural congregation; A hard-working and under-resourced staff; Need for revenue streams that do not rely so much on grants and fundraisers; and space that does not serve the needs of the congregation.
  - o Part II – From the Pews:
    1. Need for full-time RE Director - Rev. Kathleen is consulting with the Finance Committee and Board to resolve. **ACTION:** Heather moved and Dianne seconded a motion to go into closed session to discuss personnel matters. 8:50 approved. **ACTION:** At 9:15 Heather made and Ken seconded a motion to return to open session; approved.
    2. The Intern Program is missed. Revs. Kathleen and John are willing to supervise an Intern. The Intern Committee will be approached about this.
    3. The Membership Coordinator is proving to be extremely valuable in connecting visitors to UUCA and helping new people become a part of UUCA.
    4. Paying our Fair Share to UUA – This has been a concern of many especially as we are in transition now and rely on UUA resources to successfully navigate this period. At this time we can use some of the 2017 Budget surplus to increase our contribution.
  - o Part III – Reports: Details of the activities of Senior Staff were reviewed. The details are appreciated as the Board continues to work with Rev. Kathleen to determine the kinds of information needed to fulfill its oversight responsibilities.

- o While we are short of space, a building project during this Interim Minister period is not in the works and not likely.
- o Fund raising in general needs to be overhauled.

### **New reports, announcements, action items:**

- Vote on responsibilities of Interim Senior Minister
  - o Based on the recommendations of David Pyle, UUA staff member who has been our consultant on governance, **ACTION:** Heather moved and Gina seconded a motion to adopt the following Resolution:

#### **Board Resolution:**

The UUCA Board empowers the Interim Senior Minister to fully function within the roles and expectations of the Senior Minister as executive under the UUCA Governing Policies.

The UUCA Board continues the experiment in a more shared model of budget discernment and preparation, with the Interim Senior Minister maintaining the primary responsibility and authority for the budgeting process.

To more clearly specify the terms of the budget experiment:

- The Board continues the recently established Board Committee on Finance, to be chaired by the Finance Officer and with representation by the at least one other Board member and at least three other UUCA members.
- The Interim Senior Minister maintains the primary responsibility and authority for the budgeting process. The Interim Senior Minister develops the details of the budget through consultations with the Finance Committee, the Board and the Congregation. The Interim Senior Minister has full authority to execute the budget once adopted by the congregation.
- The Interim Senior Minister proposes the upcoming budget to the Finance Committee for their review, modification and recommendation to the UUCA Board.
- The UUCA Board has the authority to review and modify the budget prior to its recommendation to the UUCA congregation.
- The UUCA Board delegates the authority to the Finance Committee to present the details of the budget proposal on behalf of the Board to the UUCA congregation at the December Congregational Meeting.
- Some changes almost always take place over the year. These changes are not voted on in the April Congregational meeting, but significant changes should be identified using the process articulated above regarding the roles of the Finance Committee and Board.

Approved.

- Concern about the lack of goodies and gathering time after the Christmas Eve services was expressed.
- The 8<sup>th</sup> Principle Resolution FAQ was distributed.

### **Wrap up: Ken –**

- Calendar and Highlights review
  - o Reviewed Calendar

- o Highlights for March: Dianne/Diane/Lex Robertson re: 8<sup>th</sup> Principle Due February 15; for April: Ken re: April Congregational Meeting including a report from the Nominating Committee.
- Checkout – Are we living up to our covenants with one another and to our congregation?  
How are we living up to our commitments as an anti-racist institution?
  - o It was expressed that we are failing our kids, especially the younger ones.  
Curriculum, program and intentionality are needed. We are doing great with adults.
  - o If an End Statement is developed and adopted, it provides marching orders to implement it.
- Expectations for next Board meeting (agenda items, new action items/expectations, timelines).
  - o Budget discussion
  - o CMC
  - o GT Charter
  - o Gift policy from Finance Committee
  - o New Powerful Question from LE
  - o Nominating Committee
  - o 8<sup>th</sup> Principle Task Force

**Closing Words & Extinguishing the Chalice – Gina**

**Submitted by:**

Heather Millar, Secretary

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