

Board of Trustees Meeting

Date: Tuesday September 12, 2017

Location: Gilbert Hall, second floor

- Call to Order: 6:36 PM
- Adjourn: 8:38 PM



firstunitarian
church of rochester

Board members present: Dave Burnet, Jo Cone, Nicole Delgrosso, Tim Farnum, Mary Hammele, Stephanie Ketterl, Shadia McAnally, Courtney Miller, Anne Perry, John Solberg, Paul Suwijn.

Remote board members present: Gregory North joined via Zoom around 6:45 PM

AGENDA

1. **Centering (Rev. Joel Miller):** Book: Instructions in Joy (by Nancy Shaffer) Reading: In the Beginning
2. **Approval of August 2017 Minutes:** No proposed edits of the meeting minutes. President, Tim Farnum assumes unanimous approval of minutes as originally submitted.
3. **Review of Board Retreat & Revision of the Ends Statements (Rev. Joel Miller)**
 - a. Report from Laura Park as a follow up from the Board retreat was emailed out in advance. Rev. Joel is excited about the idea of the board taking another look at the congregation's core values and how they impact congregational ends statements. The timing is perfect; it is a great interim task. The practical steps of revision of the ends would involve some planning in advance, including notification of the congregation about what is involved in the process of updating the ends and what that means for the congregation. Rev. Joel stated that he would be able to help the Board with this particular task.
 - b. The process for revisions starts off in small groups, similar setup as was conducted during the retreat. There are prompts/questions that start as 1:1 conversations, continue to 2:2 conversations, move on to 8:8 conversations, etc. This process helps to identify/answer the question – What are our values? It is not a cumbersome process but does take some planning on the front end. A solid committee would be needed to take the information and craft some language around the values, which would then be run by the board, then the congregation for affirmation.
 - c. From the identification of values as affirmed by the congregation, the board would be able to start the discussion about defining the ends. Laura would be able to help with this.
 - d. Training would be required for facilitators in order to run the small group discussions. It was brought up at the board retreat that we could consider tapping Soul Matters facilitators to help.
 - e. Participation goal in a congregation our size would be at minimum 300 participants in order to get an accurate sense of themes. The key for this to be successful is the advance preparation in order to make the sessions accessible to as many members of the community as possible.
 - f. During the retreat, a small subgroup of board members was charged with creating a draft proposal of the Congregational Conversations process and presenting it to the entire board in December.

ACTION ITEM: Rev. Joel will follow up with Laura Park about how she might interface with the work of the board members who will be drafting a proposal for the Congregational Conversations process.

- g. Rev. Joel reports that funding has been budgeted for Laura Park's involvement in this process.
- h. General comments/feedback about the board retreat: It was very productive, there was good energy amongst board members, Laura's involvement was extremely helpful, something of this nature should be done at least every other year if funding was available, gaining a practical understanding of policy governance was helpful – especially for new board members.

ACTION ITEM: Dave Burnet will coordinate next steps for Congregational Conversations planning group.

- i. This developmental interim task sets up the congregation perfectly for a search process. That said, it also means that this will be a busy year. The search process requires a lot of calls that will need to take place around January in order to make sure that the congregation understands what is happening.
- j. Rev. Joel will be meeting with the nominating committee tomorrow to help them prep for the process of getting a search committee slate to present to the congregation.
- k. In terms of tending to all the upcoming responsibilities, Rev. Joel recommends that the Board focus on doing a quality job with working on Congregational Conversations and the discussion about ends. Rev. Joel has offered to take lead on helping nominating committee with the search committee slate. Board will have a role of making calls as needed. Sense of the board was that smaller groups with specific tasks are more effective. Splitting up this work is a good idea.
- l. Looking ahead: January (nominating committee), February/early March (ends conversation) then we head into the annual budget drive (ABD). It is a very busy year for the congregation. This will likely shift calendar of reporting items around for Rev. Joel. As a congregation, we should only be working on 2-3 major items at a time.

4. Minister's Report (Rev. Joel Miller):

- a. Interim Minister Appraisal (Jo Cone): Email with questions was sent out to the board. Jo emphasized that board members should answer questions with as much detail as possible as it is our duty to be thorough.
 - i. Jo has also been in conversation with former board members. She proposed an executive session at next meeting to go over preliminary results and will plan on delivering a final report during the November meeting.
 - ii. Clarification was made that the Brubaker report and the Interim Minister tasks would both be helpful to reference as you are completing the evaluation.
 - iii. Having the information back to Jo by the end of September would be helpful as she prepares for her report at the October board meeting.

Agenda was adjusted to accommodate guest presenters

5. Investment Committee Report:

- a. Sustainable investments update (by Annie McQuilken who is a financial planner and has been on the committee for about three years) – A few years back, the Investment Committee was charged with researching sustainable investing options that could also maintain the church investment strategy.
 - i. The committee was able to identify a way to track the S&P 500 that eliminates fossil fuel companies (SPYX Investment Strategy). The committee also utilized the DFA US Sustainability Core Fund (SFSIX) in order to both avoid investing with “the bad guys” and help us “invest in the good guys”.
 - ii. Investment policies state that we must invest in ways that align with our values. The combination of SPYX and DFA allow us to do that. We are not completely divested yet, but are working towards it. We support an overall approach to environmentally sustainable investing which includes reducing investment in fossil fuel companies as well as doing some investing in fossil free companies.
 - iii. 80% of the US Equities Fund included investments went into these two funds, primarily into the sustainability fund (DFA). Committee could not do 100% because they wanted to maintain the overall asset allocation strategy, which involves having specified amounts in different types of stocks (large, mid size, etc.). The way things are set up, the committee was unable to neatly substitute one fund for another fund.

- iv. At this point, 40% of our entire portfolio is sustainable and fossil fuel free. Going forward the committee plans to monitor the success of our investments and eventually apply these same investment strategies to other areas of our investment portfolio when those investment vehicles are available.
 - v. A question was raised about how higher trading costs were factored into the Investment Committee's decision-making process. Annie explained that the trading cost of SPYX and DFA funds averaged out.
 - vi. Climate change committee initiated this shift in investing. The process was very collaborative. As a result, Annie, on behalf of the Climate Change Committee be presenting a sustainable investing session for the entire congregation (October 29). The goal with the presentation is to help membership as a whole to understand how and why we are taking this approach in addition to helping individual members to do what they are able to do to contribute to sustainability.
- b. Approval of Investment Committee Membership –
- i. Slate was presented by David Friedman. No updates from previous year.
 - 1. Committee slate – David Freidman (chair), Anne Perry (treasurer), Annie McQuilken, Ron Steinman, Amanda Kish.
 - ii. It may be a good time to start seeking out additional members.
 - iii. Discussion: None

Motion: Approve Investment Committee slate, as stated for 2017 – 2018 church year.

Motion approved by: John Solberg, Second: Nicole Delgrosso. Motion passes unopposed.

6. Staffing Changes:

- a. Departed staff –
 - i. Paid staff - Marjorie Bovenzi (RE Administrator), Shannon Foos (Nursery Care), Kristen Rogers (Director of Early Childhood). RE was the area impacted the most with the latest staffing turnover. People departing have left for other opportunities. Wage increases were given but another factor contributing to turnover could be the level of pay for these types of positions, it makes us vulnerable to people leaving for positions that pay more.
 - ii. Volunteer staff – Chaku Mathai served as Chair of Plate Collection Team.
- b. Interviewing - We are currently interviewing to replace Marjorie Bovenzie. She has been around for quite some time and Sheila is sad to see her go. We are also interviewing for the Social Justice Coordinator position. There is a good slate of candidates.
- c. New Volunteer Staff –
 - i. Libby Moore is an Affiliated Minister with the congregation and is becoming very active including her recent membership to the Social Justice Executive committee. She is already a member of the ROC Acts Clergy Council.
 - ii. Elaine Richane will now be leading the [Plate Collection](#) Team. For clarification, it should be noted that in alignment with policy governance, teams are management initiated, committees are board initiated. This is will be an adjustment to the congregational culture.
- d. Staff Treatment – The chart passed around details the allocation of programming amongst staff. The chart was generated in order to create a balance of responsibilities for the staff. It is important that the staff have accurate and current job descriptions. All position descriptions are now up to date. This was not the case when Rev. Joel arrived.
 - i. Rev. Joel gave a special recognition to Rev. Tina Simson and Kimberly Joy, Director of Business Operations for taking the lead on this project.
 - ii. The ministries and oversights page does not show lines of authority but it does show who is overseeing various programs of the church. This handout is shared with visitors during the Starting Point class they are moving more deeply into congregational life. It helps them to get more deeply connected.

- iii. Biggest concern is middle column, there is a lot of social justice programming that does not have a staff connection or oversight.
- iv. The top half of the third column – fellowship events does not have staff oversight.
- v. Rev. Joel is not in a position to add these items to anyone’s portfolio at this point. Staff have to have a reasonable balance of work responsibilities. Members are stepping up to keep things under good care.
- vi. Lines of communication between staff and these programs can be fragile. No easy answers, just a heads up for now.
- vii. Asterisks have several different meanings – Committees are being re populated or are shifting in some way. Example: Lay Worship Team, Rev. Tina got it up and running but as she transitions to retirement, she will be handing things off to Rev. Joel, lay leaders, or creating a job description for the interim associate minister.
- viii. HR procedures and policy manual for staff is still in process.
- ix. Senior staff –
 - 1. Covenant – The covenant has been updated. Rev. Joel reports that working with the staff is great.
 - 2. Goal setting – Rev. Joel will be reporting on senior staff goals to the board on a regular basis. They parallel interim tasks and are as follows:
 - a. Personnel Handbook
 - b. Create formal systems of accountability
 - c. Support congregation in gender equality and anti-racism
 - i. Staff reports seeing that “no one yells at Joel” – gender is at play.
 - d. Set healthy boundaries for workloads knowing that they cannot do everything that the congregation wants from them.
 - e. Learn policy governance along with the board and congregation.
 - f. Plan for transitions (Tina & rest of staff).

7. Update on Capital Projects

- a. Roof Updates: When the roof was removed (all in one day), there were four large wasp nests with thousands of wasps inside the foam. Rev. Joel expressed relief that this issue was discovered as the liability for the children using the playground near wasp nests is too great.
 - i. The project supervisor pointed out to Rev. Joel that when the foam was installed the hardware on drains in the center of the roof, was cut through instead of being removed. This increases the probability that we will have to remove tiles and cement inside the building in order to replace and repair hardware. Rev. Joel will continue to report on this.
 - ii. Rev. Joel has been in communication with Virginia Searle (architect) regarding the new roof issues. It is extremely helpful to have an architect who understands historically significant structures. Virginia Searle is here every morning to look at the progress of the roof. She is worth every bit of what we have paid her.
- b. Other urgent repairs include front doors and front walkway.
 - i. Bids are already being accepted. Spending for some of these unexpected issues is already in progress due to liability concerns.
 - ii. As Rev. Joel knows more, he will contact the Board to ask for permission to spend.

8. Policy Conflicts

- a. Policy 3.5.3 currently states, “With respect to use of the name ‘First Unitarian Church of Rochester’ to publically endorse or support a position, person, or event, the parish minister must not deny First Unitarian committees and task forces the right to support a position, person, or event using the name of the committee or task force”.
 - i. Rev. Joel is requesting to eliminate item 3.5.3 in the Governing Policies because it is not in alignment with other policies (3.6, 3.7.1, 3.7.13, 3.7.20, 3.7.21 and globally 3.0.3) thus making it impossible to enforce.
 - ii. Discussion: Is there any guidance about who may use the name of the church in their work? Minister limitations are boundaries so they are set in negative language. Rev. Joel clarified

that, it is the Senior Minister must not allow the name of First Unitarian Church of Rochester to be used in a way that reflects the core values of the church. The Senior Minister also must not allow the name to be used related to issues that do not have broad congregational support. These policies are wise and leave plenty of room to allow for the Senior Minister to correct misuse of the church's name. In consulting with Paul Miner, Rev. Joel gathered that members believe this policy has already been removed. Additionally, an informal interpretation of "broad congregational support" was provided – there will never be 100% support for congregational initiatives, even if just a small group was in opposition, conversations would need to happen before implementing a new initiative. It is not just majority rules, there is also a need to be sensitive.

Motion: To strike item 3.5.3 from the Governing Policies.

Motion: John Solberg, Second: Paul Suwijn, Motion is unopposed by the board. Motion passes.

9. Grievance Procedure (Dave Burnet)

- a. Appendix C has contents that are problematic, as it does not appear that the Board has been utilizing and/or following policy as stated. There is supposed to be a Board Conflict resolution Committee (2 board members & president) to decide whether or not the process needs to be invoked for a particular issue. There is also a Conflict Resolution Team which consists of a standing committee of 3-5 members, appointed by the Board of Trustees, term 2-3 years.
- b. Rev. Joel clarified the conflict resolution process.
 - i. If we are doing policy governance and a conflict interrupts the routine of congregational life there should be process implemented by Senior Minister through senior staff on how the conflict would be resolved. In the policies it would say: Senior Minister should not fail to have a conflict resolution process in place, that the congregation is aware of and can access it.
 - ii. If the conflict rises to the Senior Minister level, and the person with the conflict is not satisfied with the way the Senior Minister resolved the conflict, a process which engages the board is enacted. It includes a decision tree: Has the minister followed the policies? Has the minister interpreted the policies in a way that the board agrees with?, etc.
 1. If the Senior Minister has dealt with the issue in a way that aligns with the policies, the complainants are told by the board that their final resolution is with the minister.
 2. If the Senior Minister dealt with a conflict in a way that the board believes is in violation of the policies the board and the Senior Minister have a conversation and then it goes back to the complainant with a new understanding of how the conflict was resolved given the change in policies or interpretation.
 3. Flow chart appears to be easier to follow and understand rather than dense text.
 4. Rev. Joel would like to ask Jo and Gregory to look at Appendix C – Policy and Process for Conflict Resolution and have a conversation with Laura Park about it. The boundaries between Senior Minister responsibilities and Board responsibilities is unclear.
 5. Appendix C addressed three types of conflict: Congregant to congregant issues, congregant to staff (or members of church leadership) issues, staff to staff issues
 6. Rev. Joel clarified that policies rather than being an Appendix should be included in the Minister limitations.

ACTION ITEM: Jo Cone and Gregory North will connect with Laura Park to clarify policy for Senior Minister in order to facilitate implementation. Additionally, they will work with Laura Park to determine Board role and requirements for engagement in the conflict resolution process.

7. Conflict resolution process should be added to the reporting calendar.
8. One of Rev. Joel's goals would be to have a healthy congregations team up and running that would dovetail the staff grievance policy and the conflict resolution policy.

10. ABD Summary & Comments (John Solberg)

- a. Thrive Team emailed the final version of ABD Summary & Comments to the Board for review and consideration. The Board recognizes that they will be unable to please all people at all times, but will be able to use the information gathered to take positive steps towards progress. Actions have already been take to address concerns brought up over the past years and the comments provided will continue to inform the priorities and future work of the Board.

ACTION ITEM: Tim Farnum will generate a President's Column for an upcoming newsletter, which addresses the Board's work with the information collected by the Thrive Team following the ABD.

11. Appointing a Trustee to the Nominating Committee (Tim Farnum)

- a. The board expressed an interest in refocusing the Nominating Committee on leadership development, as it is an element of the bylaws and is an excellent long-term strategy to develop lay leaders in the congregation.

Motion: To appoint Dave Burnet as trustee representative on the Leadership Nominating committee.

Motion: Gregory North, Second: Shadia McAnally, Motion is unopposed by the board. Motion passes.

12. Treasurer's Report (Anne Perry)

- a. The Microfinance & Community Development taskforce has voted to disband. They have a small amount of money in a committee bookkeeping account and have transferred those funds to RAIHN to purchase new beds. The bulk of the money for this taskforce came from Greater Good a few years ago with the intent to guarantee loans for startup entrepreneurs who could not quite qualify for regular loans.
 - i. There are currently two loans being guaranteed that will require us to leave \$2,100 in the credit union account until those loans have been repaid.
 - ii. The remaining \$20, 602.71 in the account is available for withdrawal and should go back into the Greater Good account since the donors gave the money for Greater Good use.

Motion: To direct the Treasurer, Anne Perry to contact Genesee Co-Op Federal Credit Union and request a check in the amount of \$20,602.71 be sent to First Unitarian Church of Rochester, for deposit to Greater Good account. The Treasurer will also follow up with Genesee Co-Op Federal Credit Union as the guaranteed loans are paid off to request the remainder of the funds in the account for deposit to Greater Good.

Motion: Paul Suwijn, Second: Shadia McAnally, Motion is unopposed by the board. Motion passes.

- b. Roof Repair Payments – An account has been opened for roof repair and a total of \$750,000 was transferred from the following accounts as outlined in the annual meeting in June. Gains in many of these funds were significant which caused changes in some of the totals. Due to unexpected gains, what we will take from the Income Endowment is almost \$200k less than what was originally authorized.
 - i. Sybil Craig Fund: \$164,353.98 (which closes the fund)
 - ii. Property Maintenance & Improvement Fund: \$163,650.08 (leaves ~\$49K)
 - iii. Capital Campaign account: \$63,757.94 (leaves ~\$23K)
 - iv. Income Endowment Fund: \$358,238
- c. Anne provided a heads up that we are expecting another check from the Helen Brook's Estate.
- d. Treasurer's Report (handout provided)
 - i. Special thanks to Allen and Joel for cleaning up the footnote comments.
 - ii. Highlights from report –
 1. Year to date there is a bump in pledges because the matching grant hit all at once.
 2. Ministerial staff percentage is high now due to Rev. Carlos contract. It will level out by the end of the year.
 3. Projections during the summer are difficult since income & expense varies compared to the remainder of the year. In the end it balances out.

13. Board Covenant proposal (Tim Farnum)

- a. We agree to treat one another with kindness even if we are in conflict. We agree to be honest in communicating our discernment of what is important in a given area of board concern. When in disagreement occurs, we welcome discussion in seeking the best path forward for the health and spiritual growth of the congregation, which is our primary charge and responsibility.

ACTION ITEM: Board members will review Tim's proposed Board Covenant and provide edits/feedback at the next meeting.

14. Questions, Comments, Good of the Order

- a. Anne Perry distributed document of the updated gift policy that was amended and voted on last October. A copy was also shared with Laurie so that it can be added to the website.
- b. Anne Perry will bring food to the next meeting.
- c. Nicole Delgrosso will not be in attendance for the next meeting.
- d. Stewardship Workshop for the Board & other ABD leaders:
 - i. Saturday October 14 (9:00 – 4:00 PM) at church.
 - ii. RAIHN will also be here that weekend. Joel will consult Carol Anne regarding a location.
 - iii. Vail Weller, the UUA expert on stewardship & development will be joining us.

Motion to adjourn: Paul Suwijn, Seconded by: Dave Burnet

With no objections, the meeting was adjourned at 8:38 PM

Draft submitted by: Stephanie Ketterl, Clerk
Thursday September 21, 2017

Minutes approved by Board of Trustees
Tuesday October 10, 2017

APPROVED