

ESUC Board of Trustees,

December 20, 2016 - Minutes

Minutes, Leadership Reports, Consent Agenda:	Com. + Board Liaison Reports Consent Agenda:
December Board Agenda + Upcoming Events	
Minutes of Last Board Meeting – November 15	Financial Stewardship Committee Charter – submitted by Ryam
Open Action Items	Personnel Com. – Connie Hirnle
Board President's Report – Jack Slowriver	Summary of Earth & Social Justice Activities – Marilyn Mayers
Finance - Treasurer Report – Ryam Hill	Earth & Social Justice Board Presentation
Interim Minister Report-Rev Elaine Peresluha CAM Request / Approval letter to PSE	Holly House Taskforce – David Baumgart
Director, Finance & Operations–Jason Puracal and Appendices 1+2 – 1) Jessie Zhao, BFS Detail and Balance Sheet Analysis 2) 12.2016 Reserve Study Summary - HH Appendix A – Gallery Tax Considerations Appendix B – Financial Charts	Auction Com. Building a Bridge to our Future Updated Auction Income & Expense – David
Director of Religious Education - Aisha Hauser Addenda from the Alban Institute: “Changing the Ending of our Conflict Stories” RE Futures Com. Exec Summary Jan, 2013 + Statement of Purpose for RE at East Shore	<u>Executive Session:</u> Continuing Discussions with UUA

Preparation Notes and Agenda

Preparation Notes

Review all items of the consent agenda, be prepared to vote to approve all, or move a piece to the regular agenda if discussion is needed (Please alert Jack in advance!).

Agenda

East Shore Unitarian Church, Board of Trustees

December 20, 2016

Board Host: Staff Leadership Team- Thank you!

6:45 Social Gathering

7:00 Opening Words, Chalice Lighting, Check in

7:10 Welcome to members and guests

All

7:20 Approval of Consent Agenda

All

7:25	Holly House Task Force	Bob
7:45	ESJCC presentation	Ann and others
8:05	Debrief Governance 101 sessions	All
8:30	Preparation for Jan. Town Halls – process, facilitation, communication	All
8:55	Closing Words and Adjourn	

Upcoming Events for Your Calendar

- January Board Packet items due Wednesday, January 11: all
- February Beacon Board Buzz due Wednesday, January 11: Tom Doe
- January Board Meeting (Tuesday, 1/17) Host: Marilyn
- Welcomers for January: 8-Catherine, 15-****td**, 22-Connie, 29-Lee
- Welcomers for February: 5-Jack, 12-Reed, 19-Dave, 26-Marilyn
- ****Note: Welcomer needed for Jan 15**

Opening Words – Jack welcomed the board members. Elaine provided the opening reflection from Margaret - Wheatley’s book “Turning to One Another.” Elaine also provided each member of the board and SLT with a one page report from Sheila McNamee entitled “Resources for Facilitating Differing Worldviews.

Check-in – The Board of Trustees includes David Baumgart (secretary), Reed Cundiff, Tom Doe, Lee Dorigan, Ryam Hill, Marilyn Mayers, Connie Hirnle (VP), Marcy Langrock, Catherine Ramsey, and Jack Slowriver (president). The Board also includes our interim minister, Rev. Elaine Peresluha, Jason Puracal – Director of Finance & Operations, and Aisha Hauser – Director of Religious Education.

Called to order at 7:00 PM. Present, in addition to the board, were the following:

- HHTF Committee Leaders: Bob Weiss and Lee Dorigan (also a board member)
- ESJCC Com Members: Louise Wilkinson, Laurie Wilke, Dick Jacke, Bill Austin, Jeanne MaCauley, Tizita Assefa, Jenny Hall, Ann Fletcher
- Visitors - Milly Mullarky

Review of Board Agenda + Consent Agenda - (*see content of Board Packet – all Board members are expected to review the entire Board Packet prior to the Board Meeting*) – Jack asked if anyone requested to move any item from the Consent Agenda to the Discussion Agenda – no items were moved to discussion.

Lee moved and Catherine seconded to approve the remaining consent agenda. Motion passed. This included tonight’s board agenda, the revised Nov 15 Board minutes, the Personnel policies regarding Sick leave and / or Vac leave, and other items that are explicitly listed in Appendix 1, below. All board members are reminded that Items for the Discussion Agenda are required by the cutoff date for the board packet. It is better to have such items for the Executive Council (first Tuesday, each month). Catherine noted that our Board Packet included too many acronyms in the documents. She requested that we minimize the use of acronyms so that folks who read these materials could understand it, better.

Deferred: Oversight of the Gallery Accounting

Consent Agenda: Financial Stewardship Charter and members of the Financial Stewardship Com. Minister’s report, Elaine will modify the bottom of page 4, 4th bullet; and she also noted her report is distributed to the leadership distribution.

Holly House Task Force (presented by Bob Weiss and Lee Dorigan)

[Please refer to the HHTF Report to the Board in the Board Packet for the complete update.]

Next town hall is moved to Feb 12.

What is the status of strategic financial planning? We have received a study and had 3 significant meetings:

- We have commissioned a Reserve Study (included as an attachment to the Board Packet).
- Meeting with Sophia Way – they are planning a couple of shelters on the Eastside. They were informed that we are going to negotiate a market rate rent effective in July. They were also informed that it could be about 2 years before we would do something with the structure and property.
- Meeting with Habitat for Humanity – they are very willing to work with us. They are willing to do a preliminary study – if and only if we are very serious.
- Meeting with Bellevue City Government.

Question – Would the decision for the selected Holly House option require a super majority?

Lee and Bob: we would prefer a super majority, but that is not required in the ByLaws.

[Dave – Article VIII Section D – Disposal of Real Estate valued in excess of \$100,000 requires a majority of a 25% quorum of the membership.]

Reed Cundiff – Do you want our help in establishing a sense of urgency: Bob and Lee – yes

What will be your process for reaching a decision? A discussion about having a congregational vote about reducing the list of options by one – in response to Reed’s question.

Bob: If we defer the question, we are liable for a drain on our resources since we have an inadequate reserve.

ESJCC presentation (Ann Fletcher)

First – thank you to the board for your compassionate and courageous effort and leadership.

[Ref Letter to the Board – in the Board Packet – Nov 29, 2016]

We consider the actions of the ESJCC ministry teams as a spiritual vocation for the membership.

We realize how difficult it is for the Board and the Membership to implement and follow the practice of Policy based Governance and we (the ESJCC) are willing and able to support the Board’s efforts. We are also willing to act as a governance body providing critical evaluation. Dick Jacke reports that the UUA board that he serves on has a similar governing body to provide critical evaluation to that board on how well Policy based Governance is functioning.

The ESJCC’s November 29 letter to the board included several proposed new and revised policies for the board’s consideration. These suggested changes to East Shore’s policies were prefaced with this statement:

“In the spirit of respect for the BOT’s and SLT’s great responsibilities in governance and operations, the ESJCC offers some examples of policies which we think will answer some of these questions. We also believe these proposals would promote stronger and more beneficial interactions between various aspects of East Shore, allowing for greater success in our collective aims.”

The board and the ESJCC then discussed how critical evaluation might function. Jack moved that we form a taskforce focused on Policy Based Governance. Marcy seconded. Motion passed. Jack invited interested folks from the ESJCC to join this taskforce. Discussion followed about the content of the work of this PBG taskforce.

Debrief Governance 101 sessions

The Board discussed the three 101 sessions, including the level of participation by the congregation. We all agreed this was the beginning of a journey. We also agreed that periodic reviews and updates to our implementation of Policy Based Governance was an iterative process for most churches who practice it.

Many thanks to Jason and Tom Doe and others who contributed to the Power Point presentation. Many folks provided positive feedback or suggestions for improving the presentation. This was the first substantive effort in recent times to document and define our organization. Bill Austin, Elaine, and others noted that the presentation defined the skeleton of our organization. During the first weekend of February, based on our agreed upon mission and vision, we would begin to flesh this skeleton out.

January 21 Town Hall – It was noted that the Jan 21 town hall conflicts with the presidential inauguration so we talked about re-scheduling that particular town hall to a Sunday.

Gallery Resolution

Tom Doe took the initiative to propose a draft multi-point Resolution for the Board’s review. There was a robust discussion about various aspects of Tom’s proposal. Following that discussion, the board unanimously adopted the following resolution:

The Board of Trustees thanks the ESUC Gallery community for its efforts to bring the arts into our religious lives and its financial contribution to ESUC over it's many years of operation. The Board acknowledges that the activities of the Gallery community include the operation of the East Shore Gallery. This activity is subject to the constraints of:

- a. ESUC bylaws and policies*
- b. Maintenance of financial practices in a manner consistent and compatible with other financial operations of ESUC*
- c. Observation of federal, state and local laws and regulations regarding the operation of a non-profit gallery and*
- d. Operation of the Gallery be financially self-sustaining*
- e. Balanced use of the sanctuary foyer space*

There will be a meeting between the SLT, myself and the Gallery committee on January 8th. This is appropriate as the Gallery committee is not a Board committee. Following this meeting, next steps will be explored.

The meeting ended at 9:30pm. Our next board meeting is January 17, 2017
 Respectfully submitted by David Baumgart
 Secretary, ESUC Board of Trustees

OPEN ACTION ITEMS: (REVISED DECEMBER 20)

What	Who	When / Notes
Follow-up from cottage meetings: revise the PowerPoint and publish.	Board	Jan 7, 14, 21, 28, first weekend in February. Other Follow-up items relevant to Jan town halls/Feb All Church retreat
Formation of a taskforce on Policy Based Governance	Jack	The task force will include at least one member of the ESJCC
Review of Gallery Tax Considerations / Signature Card for Accounts	Jason	Deferred to January Board Meeting (Refer to Jason’s board report.)
Leadership are invited to attend a future Gallery meeting.	Aisha, Jason, Jack, and Elaine	December or January? We are also moving forward with the action plan discussed in November.
Emergency Plan – in progress	Jason	Deferred?? Jason has begun a discussion with Chase about an emergency line of credit.

CLOSED ACTION ITEMS:

What	Who	When / Notes
Board hosts cottage meetings: prelude to the Jan town halls/Feb All Church retreat	Board	Nov 22, Dec 4, Dec 11
Friendly Reminder – insure that all board sponsored town halls and cottage meetings are signed up thru facilities online form.	Jack	Double check with Diane Upton

Appendix 1

The Board adopted or supported the following decisions, below, as part of the Consent Agenda Approval:

Financial Stewardship Com. Revised Charter (enclosed in Board Packet) – and initial members Approved

The initial members of the Financial Stewardship Standing Committee are now Tom Doe, Marcy Langrock, Lee Dorigan, Claudia Hirschey, Ned Kurabi, and Ryam Hill.

Monthly Accounting Reports – from ACS system – DFO Report

Jason noted his report that now that we have discontinued the use of Shelby, the monthly accounting reports from the new ACS financial system are significantly different. Jason, Laura Rivendell, and Jessie are all working on these new reports to meet our reporting requirements.

Board Agenda – Published prior to the Board Meeting – DFO Report

Jason and Nicole are working together to post the Board agenda on the website prior to the Board meeting. Gallery Tax Considerations and actions regarding the Gallery checking account have been postponed until the January Board meeting.

HHTF Board Report – Included in Board Packet – HH Task Force led by Bob Weiss and Lee Dorigan

The Holly House Task Force has notified The Sophia Way that effective July 1, East Shore will be negotiating a “market rate” rental for the facility. Inherent in this decision is that East Shore will be offering an extension of the Holly House lease to Sophia Way – the current lease expires on June 30, 2017. These matters were discussed during their presentation to the Board on Dec 20.

Personnel Committee – Hired Youth Program Coordinator / Policy on Hiring – Connie Hirnle

Amanda Alice, who attended East Shore as a youth and is familiar with UU programs and values, was hired into the role of Youth Program Coordinator for 10 hours per week. She was the only applicant and interviewed by Aisha and the chair of the Personnel Committee.

The Personnel Committee will draft a **Policy on hiring** that will articulate our philosophy to applicants and fiduciary responsibility to the congregation. The draft will be forwarded to the Board for editing and approval. In addition the Personnel Committee will work on procedures to help standardize operations surrounding hiring, such as steps in the application process, and a check list for what needs to be in the personnel file.