

# ESUC Board of Trustees

Minutes

March 21, 2017

<b>Minutes, Leadership Reports, Consent Agenda:</b>	<b>Com. + Board Liaison Reports Consent Agenda:</b>
March Board Agenda + Upcoming Events	Letter to Congregation – Interim Ministry
Minutes of Last Board Meeting – February 21 and Open Action Items	Personnel Com. – Connie Hirnle
Board President's Report – Jack Slowriver Appendix A–Proposal, Music Program Survey Appendix B-Draft Application, Music Com. Appendix C-Path of Joy, Right Relationship	Congregant to Staff Feedback Proposal Proposed Staff Feedback Form – Personnel Com. Grace Colton
Finance - Treasurer Report – Ryam Hill Proposal to get approval of Endowment dispersal to Operating Budget for FY 17-18	Summary of Earth & Social Justice Activities – Marilyn Mayers
Interim Minister Report-Rev Elaine Peresluha	
Director, Finance & Operations–Jason Puracal Appendix A+B Jessie Zhao, Summary Income Statement + Balance Sheet Analysis Appendix C – Financial Charts Appendix D – Donor Solicitations @ ESUC	<b>Discussion Agenda:</b> Holly House Taskforce Report 3/21/2017 – Bob Weiss + Lee Dorigan, co-Chairs
Director of Lifelong Learning - Aisha Hauser	<b>Executive Session:</b> Board Action Item Assignments Interim Minister evaluation

## Agenda

### East Shore Unitarian Church - Board of Trustees

March 21, 2017

Board Host: Jack (April Host is Lee)

6:45	Social Gathering	
7:00	Opening Words, Chalice Lighting	Jack
7:05	Check In/ Guest introductions	All
7:10	Approval of Consent Agenda	All
7:20	Holly House Task Force	Bob
7:40	Personnel Policy	Grace
7:55	Next steps with music	Jack
8:15	Vision next steps	All

8:30	Right relations next steps	All
8:45	Executive Session	All
9:15	Closing words	Jack

---

#### Upcoming Events for Your Calendar

- April 2, 11:30am and April 3, 7pm – Budget Town Halls
- April Board Packet items due Wednesday, April 12: email to Ryam Hill
- May Beacon Board Buzz due Wednesday, March 15: Reed Cundiff
- April Board Meeting April 18; Lee is host.
- Sunday Services Announcements 4/2 Ryam, 4/9 Catherine, 4/16 + 4/23 open, 4/30 Dave, 5/7 Catherine

**Opening Words** – Jack Slowriver, our Board President, called the meeting to order, at 7pm, welcoming the board members, SLT, and our visitors. Jack provided the opening reflection and also hosted the meeting providing delicious snacks.

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

- Visitors – Trish Hunter, Jane Sisk, Kirstie Lewis, Jeanne MaCauley, Bill Austin, and Bob Weiss.

**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 – \*\*2 items, recommended by Financial Stewardship, were moved to discussion although we did discuss some aspects of the coming pledge drive.

Lee moved and Catherine seconded to approve the consent agenda. Motion passed. This included tonight’s board agenda, the revised Feb 21 Board minutes, and the board liaison reports. 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).

#### Consent agenda topics

- Ann Fletcher and Dick Jacke are nominated for the Policy and Governance Com for a one year term. Jack and Tom will represent the Board on this committee. [Note the Laura Rivendell’s nomination was pending on March 21, and then approved on March 27 via Board email vote.]
- Ryam had a request for approval that all the endowment annual disbursement be applied to the operating budget for FY 17-18 (see her report) and this request was approved by the Financial Stewardship Com
- Ryam also reported that budget town halls had been scheduled for April 2 and 3.
- [**\*\*Recommendation from Financial Stewardship:**] The Board authorize transfer of funds in the amount of \$29,000 from the Designated Fund General Reserves account to the Operating Fund account to cover the added expense of the contract extension of the interim minister in the current fiscal year.
- [**\*\*Recommendation from Financial Stewardship:**] The Board authorizes the DFO to transition all activities of the church, including that of all teams, being run through the Operating Fund. This end goal helps us reduce staff time required for tracking of restricted funds, helps with legal and tax compliance, enforces compliance with Board financial policies already in place, and allows better oversight by the Board and Financial Stewardship Committee of how resources are being generated and spent at East Shore.

## HHTF Report to the BOT – Presentation by co-chairs, Bob Weiss and Lee Dorigan

Results of Straw Poll: (56 surveys were received and tabulated)

[Please see HHTF written report included in The Board Packet. The number in parenthesis indicates the total # of votes as highest or second highest preference.]

1. Sell without Restrictions (35)
2. Sell with Restrictions (42)
3. Ground Lease with NFP (22)
4. Preserve HH “as is” (7)

Abbie Birmingham recommended keeping in discussion Preserve HH “as is” but not keeping Ground Lease with NFP. The HHTF agreed with Abbie by consensus.

Some People feel very passionate about preserving the Holly House and the Task Force agrees that either the congregation or the Board should make the decision to drop consideration of this option. After some discussion, we agreed that the congregation will make this decision via a vote.

Abbie feels that the Ground Lease is rarely executed, is very complex, and has significant risk. For these reasons, the HHTF recommended dropping further consideration of the Ground Lease. However, Bob said that if Jason could provide more information to help clarify the pro’s and con’s – then the HHTF may reconsider this option.

### Bob and Lee reviewed “Next Steps:”

- HHTF requested additional guidance from the Board of Trustees (BOT) and Financial Stewardship
- **Habitat for Humanity (HFH):** With BOT concurrence, contact H4H and request their guidance and willingness to assist with a survey (utilities, fire, etc.)
  - determine number of units
  - help decide actual value
  - HFH needs land and they can help ‘sell’ this option to the congregation
  - Bob is hopeful that they would help us by providing more information to help the congregation to better understand the pro’s and con’s.
  - Tom proposed that we guarantee at least \$2000 to HFH to cover their costs to provide helpful analysis. The information gained from this analysis would be of great value to East Shore.
- Financial Stewardship and/or BOT to provide:
  - more detailed explanation of various financial challenges ESUC faces
  - Options to sell - suggestions on what could be done with the net proceeds from the sale
- Get current CMA on selling land for commercial development (Craig Nelson)
- Presentation at annual meeting (June 4):
  - require quorum of 25% of active members to vote to sell
  - who will prepare the presentation, how long?, content?
  - Voting procedure - vote options off?

During our discussion, several board members suggested that at the June meeting, the congregation would vote to narrow the list of options to just two choices. This would allow the HHTF to move towards a more thorough analysis (in collaboration with the option authors and relevant outside organizations for the remaining options). Dave pointed out that 10+ option papers had been received for the “Sell Options,” each with varying details.

Reed questioned the wisdom of asking the congregation to vote on the HHTF options, and then also vote on the potential uses of the proceeds from the sales – two dimensional voting – Reed thought it would be better to schedule the vote on potential uses of the proceeds at a different time in the future.

Jane Sisk stated that she would have preferred to see a greater number of participants in the survey. Only 56 surveys were received – less than 15% of our adult membership.

Bob and Lee also stated that the Board should provide some suggestions of how the proceeds from a sale might be utilized. This was the clear message from the authors of option papers and also from the numerous town halls. They also pointed out that with the congregational vote on June 4 – the task force will have fulfilled the requested mission as documented in the charter. Jack, Dave, and others all thanked Bob and Lee for their leadership and expressed that we were grateful for the significant effort expended by the Task Force to analyze and consider the 20+ option papers received.

**Personnel Policy** Grace Colton – chair of Personnel – with supplemental info from Jack and Connie  
**Proposed Congregant to Staff Feedback Process**

Grace provided background information and stated the Personnel Committee (PC) wished to provide a clear concrete (not just venting) process for the congregation to provide feedback regarding staff. This could result in placing a letter or document in the staff's personnel file. (Staff includes the minister.)

Elaine stated that the UUA has a well defined process with due diligence about what document might be placed in the minister's file.

Grace also stated that with a clear process resulting in documented feedback, the Personnel Com. (PC) would also be able to identify any individual who is "feeding the fire" with multiple feedbacks.

Grace stated that if a person initiates the process, then, consistent with the principle of "right relationship" that person would need to follow that process.

Connie – as the board liaison with PC, stated: "I believe this is a very strong process and structured policy. Step #2 illustrates this point."

Tom spoke in favor of the policy; that it does make sense to try and buffer against flames and rants that do not follow due diligence. Perhaps we need to see a similar process for congregation feedback to specific members of the Board.

Marilyn moved, that we approve this feedback process; Catherine seconded – motion passed.

**Next steps with music program – and replacing the Music Director**

This subject was introduced by Jack (refer to the Board President's report, Appendix B). The proposed steps were presented by Kirstie Lewis, and Jeanne MaCauley, who are members of the choir and with supplemental information from Ryam, who was a member of the original Music Planning Group organized by Elaine and which met in January and February. They recommend the creation of a permanent or interim music committee to work together with the interim minister to determine and follow our next steps. The committee would be comprised of "Music Stakeholders."

Replacing Bob Kechley is just one of several possible decisions.

Several folks suggested two or three groups:

- 1) Finding an interim music director
  - a. Form a new committee application process.
  - b. Consider if we should hire an interim music director?
  - c. Get some direction from the Board of Trustees

- d. Review job description, tweak as needed, (in collaboration with PC), and post the position
  - e. Collaborate with Elaine and with the Worship Com
  - f. Survey the congregation
  - g. Hire an interim music dir (and an accompanist?)
- 2) Planning the music program for each Sunday during the interim period.
- a. Especially important in August after Bob retires.
- 3) Search committee to find the new music director

The music search committee would have an “application process.” Catherine and Marilyn volunteered to work with Elaine to establish the application process and then organize the committee. We set April 15 as the goal to establish this music search committee with a total of membership of about 5 music stakeholders. The team will report back to the board in May. An initial step of this committee will be to create a job description in collaboration with Elaine and the Personnel Com.

Lee stated that a part of the description needs to include working effectively with the ACE Media Team regarding the use of our A/V equipment.

Elaine also stated that she would be willing to help define what the interim music committee team would do. At the end of this discussion, Jeanne and Kirstie stated that they were pleased with the outlined process. We all reached consensus on the overall process and the list of “next steps.”

**Vision Team Next Steps** – Presented by Jack

We now have an approved Mission Statement: *“We practice love, explore spirituality, build community, and promote justice.”* We are moving forward to create a vision.

Elaine: just the Facilitators from the mission / vision group meet on Sunday, March 26 at noon. David Langrock is playing a key role on documenting “next steps.” Jack described the process in his “President’s Report:”

*With regard to creating a vision statement for ESUC, my hope is that we can have a draft to bring before the congregation in our annual meeting in June. I’m recommending that this draft be created by a Vision Team Task Force of the Board. It is hoped this task force will work together in a straightforward and simple manner to get this work underway as soon as possible. One or two Board Liaisons would be needed for this work.*

Bert Velasco and Elaine Cox, (recent board members), John Chmaj, Barb Claggett, Paul Buehrens, and others are serving on this Mission / Vision group and are expected to develop a Vision statement by our annual congregational meeting on June 4.

**Right Relations Team Next Steps** – Presented by Jack

(Please refer to the Board President’s report, Appendix C, “The Path of Joy”).

Anne Rittenhouse + Louise Wilkinson et al has made a connection with Rev Kathleen Cox (or other possible leaders) to pull together training for Right Relationships and other aspects of leadership. Lee Dorigan would be the Board Liaison to pull together the process of next steps.

Review Rev Cox’s cost, availability, competence, suggested program. Ryam suggested other references. Several people suggested Holly Morris or someone else who is a POC. Jack suggested that Aisha participate – that it falls under the purview of “Lifelong Learning.”

Jack stated that we might make this training a requirement for any church leader or at least strongly encourage the training. Elaine stated that a strong leadership program can be very attractive if it is done right. It is my experience that people will flock to it in a church of 500 members. Leadership training would be offered and paid for by the church.

Catherine expressed that if we require future leaders to attend such a leadership program, we may discourage people to become a leader at East Shore. [discussion]

**We entered into executive session at about 8:30pm to discuss the process for conducting an appraisal for our interim minister, Rev. Elaine. We would be following the process as documented by the UUA.**

The meeting ended about 10pm. Our next board meeting is April 18, 2017

Respectfully submitted by David Baumgart  
Secretary, ESUC Board of Trustees

**OPEN ACTION ITEMS: (REVISED MARCH 21)**

<b>What</b>	<b>Who</b>	<b>When / Notes</b>
Budget Effort for FY 2017 / 18 Budget Town Halls are now scheduled April 2 at 11:30 am and April 3 at 7pm.	Ryam, Jason	Ryam reported the budget team is formed and they are managing a budget goal and considering a stretch goal.
Organize the interim Music Search Committee	Elaine, Catherine, Marilyn	By April 15 – at least 5 members, using an “Application” process as outlined by Jack.
Create by a Vision Team Task Force of the Board	Jack	By June 4 when a draft vision statement could be presented at the congregational meeting.

<b>CLOSED ACTION ITEMS:</b>	<b>Who</b>	<b>When / Notes</b>
Host a Town Hall on Feb 26 - Q&A regarding ministerial options, mission & vision.	Jack	Town Hall included a robust discussion. Preparing for March 5 congregational meeting.
Host a congregational meeting on March 5	Jack	Adopting a new mission statement
In progress - Formation of a taskforce on Policy Based Governance	Tom, Jack	This new committee charter (revised) was reviewed a second time on Feb 21. The task force includes Ann Fletcher, Dick Jacke, Laura Rivendell.
Emergency Plan – in progress	Jason	Please refer to Jason’s December report – the emergency line of credit will now be requested from BECU, consistent with our switch to BECU.
Signature Card for Gallery Accounts	Jason, Dave	Jan 17 – Board approved Jason’s request. April 4, Jason was added to the signature card.

## Appendix 1

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

*Proposed with Jack's President's Report:*

- Ann Fletcher and Dick Jacke are nominated for the Policy and Governance Com for a one year term. Jack and Tom will represent the Board on this committee. [Note: Laura Rivendell's nomination was pending on March 21, and then approved on March 27 via Board email vote.]

*Financial Stewardship Com, reported by Ryam Hill:*

- Financial Stewardship recommends that 100% of Endowments distribution for FY 17/18 go to the operating fund. Ryam requested that the Board approve this recommendation as previously discussed. Ryam will take this decision to the Endowment meeting in March.
- Upcoming Budget Town Halls are scheduled for April 2, Sunday, at 11:30 and April 3, Monday, at 7:00 pm. The plan is to review current budget versions and OFD numbers. The members can ask questions and offer alternative options. If we anticipate a surplus they can suggest areas to fund and if there is a deficit, they can suggest areas to cut. This input will be utilized in the ongoing budget process, aiming toward the May final form.

From the DFO report two items were moved to the Consent Agenda and approved by the Board:

- Now that the Board has signed contracts to extended Elaine as the Interim Minister for two years, a decision is required to pay for this expense in the current fiscal year. Future fiscal year expenses will be covered through the normal budgeting process. The Congregational approved budget for fiscal year 2016/17 assumed Elaine's termination date of April 15, 2017 per the contract. The added burden to the Operating Fund for April 16<sup>th</sup> to June 30<sup>th</sup> is ~\$29k. This amount includes salary, housing, medical insurance premiums, dental, long term disability and life insurance coverage, as well as the 10% retirement contribution. As was discussed during the last budget input process with the Board, the surplus of last year's operating budget was put into General Reserves and the Board planned to utilize these funds, if needed, after a determination of extension of contract was decided. I am requesting the Board authorize transfer of funds in the amount of \$29,000 from the Designated Fund General Reserves account to the Operating Fund account to cover this added expense.
- The Finance Team discussed options for transitioning to all activities of the church, including that of all teams, being run through the Operating Fund. This end goal helps us reduce staff time required for tracking of restricted funds, helps with legal and tax compliance, enforces compliance with Board financial policies already in place, and allows better oversight by the Board and Financial Stewardship Committee of how resources are being generated and spent at East Shore. The Finance Team drafted an explanation of these changes in a donations solicitation document (attached as Appendix D). The Finance Team is having in-person discussions with each of the team leaders in the church to explain the changes, ask for budget input, and using this document as a written support tool for the conversation. I am requesting Board approval of said document.

**END OF MINUTES**