

# ESUC Board of Trustees

Minutes - Draft

August 15, 2017

<b>Minutes, Leadership Reports, Consent Agenda:</b>	<b>Com. + Board Liaison Reports Consent Agenda:</b>
August Board Agenda + Upcoming Events	
Minutes of Last Board Meeting – July 18 and Open Action Items	
Board President's Report – Jack Slowriver, Board Covenant 2016 & Draft End Statements	
Finance – Treasurer's Report – Ryam Hill	
Interim Minister Report-Rev Elaine Peresluha & Membership + Communications Report	
Director, Finance & Operations–Jason Puracal App A&B – Sum Income Statement, BS FY17 Appendix C, D, E Jessie Zhao, Balance Sheet & Financial Analysis / Charts, Appendix F – Coho Kids, Appendix G – Gallery Tax Considerations, Appendix H Staff Bonus Checks	<b>Discussion Agenda:</b> Staff Bonus Checks – from DFO report, New Board End Statements & Board Covenants – from President's report

East Shore Unitarian Church  
Board of Trustees Meeting Agenda  
August 15, 2017

Board Host: Marcy

6:45	Social Gathering	
7:00	Opening Words, Chalice Lighting	Marcy
7:05	Check In/ Guest introductions	All
7:15	Approval of Consent Agenda	All
7:25	Staff bonuses	All
7:35	Salmon Bake plans (Sept 10)	All
7:45	Community Fair (Sept 24)	All
7:55	Board Ends	All
8:40	Board Covenant discussion	All
8:55	Closing Words and Adjourn	Marcy

Upcoming Events for Your Calendar

- September Exec Council – Sep 5
- September Board Packet items due Wednesday, September 13: email to Ryam Hill

- October Beacon Board Buzz due Wednesday, September 13 by Jack: email to Nicole Duff
- September Board Meeting Sep 19; Jack is host.
- Sunday Service Announcement 8/20 Paul, 8/27 Lee, 9/3 Tom, 9/10 Mary Anderson, 9/17 + 9/24 Uzma

**Opening Words** – Marcy read a passage from Alex Baldwin for the opening reflection. Marcy hosted the meeting providing delicious snacks and a birthday cake for Doug Strombom.

**Check-in** – The Board of Trustees includes David Baumgart (secretary), Paul Buehrens, Jerry Bushnell, Uzma Butte, Tom Doe, Lee Dorigan, Ryam Hill (treasurer), Marcy Langrock, Jack Slowriver (president), and (absent) Doug Strombom (VP). The Board also includes our interim minister, Rev. Elaine Peresluha, Jason Puracal – Director of Finance & Operations, and Aisha Hauser – Director of Life Long Learning. Elaine joined us via Skype from her daughter’s home in Colorado. We enjoyed a quick peek at Penelope – Elaine’s brand new granddaughter.

- David, Jerry, and Paul all indicated they would be absent for the September Board Meeting.
- Visitors – none.

**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 items from the Consent Agenda to the Discussion Agenda – no items were moved to discussion (see list of topics, below).

Marcy moved and Lee seconded to approve the consent agenda. Motion passed. This included tonight’s board agenda, the revised July 18 Board minutes, and the board liaison reports. 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.

**Consent agenda major topics (see Appendix 1)**

- [Treasurer’s Report] Clarification of Bylaw Article V, A, 2 – Removing inactive members from membership roll,
- [Treasurer’s Report] Discussion of Grace Colton’s Personnel proposal (3 bullets) relating to health insurance,
- [Treasurer’s Report] Aligning the Fiscal Year with the Calendar Year; it is noted this will require a congregational meeting before the end of the year.
- [DFO Report] Coho Kids Pro-Forma.
- [Personnel Com] Down to just 3 members: Grace Colton, Marc Wanless, and Ralph Lutz.

**Effective Board Meetings → on schedule, on task) (Dave)**

Dave served as our Process Checker and appointed Marcy as our Time Keeper for the meeting.

- Process Checker – insures that the board meetings stay on task in terms of the regular format of our board meetings as guided by the agenda with the current list of agenda items.
- Time Keeper – insures that presentations + discussions are conducted within the agenda time schedule.

**Housekeeping items: upcoming hosts, announcers, etc. (Dave)**

We need a Board member to deliver the Sunday Service Announcements on Sep 24.

**Staff Bonuses** - (ref DFO report) co-Presented by Ryam and Jason

Jack: I am very supportive of the staff bonuses – they have all contributed to excellent performance reflective in the efficient operation of the church and positive budget surpluses for the past two years.

Paul moved and Marcy seconded the motion to pay out these staff bonuses as proposed by Jason. Dave asked if these bonuses were intended as “one-time” or as an annual bonus. Jason stated it was a “one-time” bonus. Motion was approved, unanimously.

It is noted that following the discussion of the Staff Bonuses, that Jack needed to leave the meeting, early. Ryam assumed the role of meeting facilitator and discussion leader for the remainder of the Board meeting.

### **Salmon Bake Planning (Sept 10)**

Martin Cox covenant circle – Family Covenant Circle has stepped up to actively support this event. Ryam requested if anyone on the board would be willing to lead this event and also cook the salmon. Paul Buhrens volunteered to lead this event. Uzma is willing to assist Paul.

Reed and Kelly Cundiff did this last year and are willing to help out, again. Nicole will also be assisting. We will also need volunteers for serving and for dish washing.

### **Community Fair (Sept 17) Social Justice Fair (Sept 24)**

We believe that the various ministry teams will do most of the effort.

It was suggested that a table be offered to the Nominating Com. (Connie Hirnle) as well as the HHTF v2 (Lee, and Marcy).

### **Board End Statements [ref: President's report on Page 10]**

What about Metrics? They will be developed by the staff. Elaine stated that the staff has not yet discussed who "owns" each particular End.

Discussion about metrics and possible re-wording of one or two of the End Statements. The Board adopted Tom Doe's wording for the end relating to membership growth and diversity. Jerry moved and Lee seconded the Board End Statements as modified. Please see Appendix 3.

### **Board Covenant 2017 [ref: President's report on Page 9]**

There was a brief discussion about renewing the Board Covenants 2015 & 16, as documented in the President's Report. Ryam moved and Paul seconded that we renew these covenants in the current year. Approved unanimously.

### **Miscellaneous Items**

#### **Update on ByLaws and Board Policies**

Discussion about Ryam and Dave's effort to establish the current state of the ByLaws and the Board Policies. The policies also reflect the fiduciary responsibility and accountability to East Shore.

**Holly House Task Force (HHTF) v2** – Ryam, Marcy, Dave, Jason continue their effort to recruit a new task force.

### **Closing Words and Adjourn**

Closing Words by Audrey Lord and Adjourn Marcy

Our board meeting ended at 8:45pm. Our next board meeting is September 19, 2017. Please review these draft minutes and send corrections or additions to Dave as appropriate.

Respectfully submitted by David Baumgart  
Secretary, ESUC Board of Trustees

**OPEN ACTION ITEMS: (REVISED AUGUST 15)**

<b>What</b>	<b>Who</b>	<b>When / Notes</b>
Salmon Bake – Sep 10	Paul, Uzma	Paul will lead with support from Uzma, Reed & Kelly Cundiff, Nicole Duff, and the Martin Cox Family Covenant Circle
Refresh and publish all Policies to the Board and Congregation.	Ryam, Dave, Policy Committee	In Progress - Due by August Board Meeting
Recruit Members to HHTF 2.0 and launch their first meeting.	Jack, Lee, Marcy + Dave	In Progress - Membership Appl. Form due by July 18. Due by August Board Meeting
Revised team charters – first drafts are due Sep 30	Board, Elaine, Jason, Aisha	The Board and each SLT leader will be responsible for their respective teams (Appendix 2).
Plan Congregational Meeting to approve change in Fiscal Year	Exec Com, SLT	Nov or Dec

<b>CLOSED ACTION ITEMS:</b>	<b>Who</b>	<b>When / Notes</b>
Board Support for new tax policies	Jack, et al	Due by August Board Meeting
Document our process for creating, reviewing, and publishing the Board minutes and monthly packet.	Dave, Amanda	Work in progress – due by our next exec committee meeting on August 1.

## Appendix 1

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

**Consent Agenda from Treasurer Report**

- Clarification of Bylaw Article V, A, 2 – **Removing inactive members from membership roll**, [Ref: Pages 11 + 12, Board Packet] “made a financial contribution of record to the operating or capital fund for the current or previous fiscal year;”

The question has been whether a member is removed from the rolls if they do not pledge or otherwise communicate their intent to continue being a member to staff or BoT for 2 or 3 consecutive years. Both the Finance Team and Executive Committee read the current Bylaw to mean 2 years.

In addition, Article V, E, 2, states

“A person may also be removed from the membership roll if he or she does not respond within thirty days to a written request, mailed to the person’s last known address, to clarify membership status.”

The concern has been that we have some former members who have not pledged for the last 2 years, and also do not reply to communications asking them to clarify their status. The church continues to pay membership dues to the UUA for these folks and there is no need to do this if they are no longer members. Membership status can be restored if there is a change and members can also appeal the loss of membership.

- Discussion of Grace Colton's Personnel proposal (3 bullets) relating to health insurance,

*[Ref: Page 11, Board Packet]* The FS committee recommended **that the BoT begin by requesting the Personnel Committee do the following:**

- Provide an annual review of changes in the current health insurance, as well as checking for any other new options that may come up.
- Establish a relationship with a health insurance broker to use for guidance in health care options
- Review price increases in November, during the signup month for health insurance renewal and report to the Board.

- Aligning the Fiscal Year with the Calendar Year,

*[Ref: Page 11, Board Packet]* From recent Finance Team discussions, I presented the following to FS, regarding Fiscal Year changes that would require an update of the Bylaws:

- The plan is to move forward with the intention to switch from fiscal year July-June to fiscal year January-December no earlier than January 2019.
- The Team and staff will do analysis as to how this will impact all systems of the church, and if the accounting work can be accomplished in this timeline. From analysis, so far, it seems feasible.
- One major change would involve the budget process. This would need to shift dates and for the transition year ((2018/2019) would need to have a 6-month budget from July-Dec 2018 and then another 12 month one for Jan-Dec 2019.
- **I request Board approval to proceed with analysis and planning.** If the Board approves, the Team will report on planning being done to allow for this membership vote and specifics for the accounting transition.

### Consent Agenda from DFO Report

- *[Ref: Page 17, Board Packet]* Coho Kids Pro-Forma is available upon request.

Aisha and I met again with the preschool/kindergarten program (named COHO Kids) that we are bringing under the Lifelong Learning umbrella to finalize tuition rates, minimum enrollment levels, and contingency plans. We invited Congregant, Board Member, and owner of a long-standing preschool, Uzma Butte to join us for the meeting to gain her expertise in the review of the program. The pro forma was also shared with the Financial Stewardship Committee, as this is a new program outside what was budgeted for the year. No comments on the pro forma were received; a request to see a Charter for the program was made. **The Charter is in process. Registration will begin immediately. I have provided the pro forma for the Board's review and approval (see Appendix F).**

### Personnel Com (Jerry Bushnell)

- The Personnel Committee will be down to 3 members after our July meeting: Grace Colton, Marc Wanless, and Ralph Lutz. Erin Horner has resigned. A notice that we have three vacancies has been put in the church e-blast for three weeks and the church community is being approached individually.

**APPENDIX 2 – CHARTER TRACKING TABLE**

First draft of revised charters due Sep 30

<b>Board Standing Committees</b>	<b>Minister Core Teams – Elaine</b>	<b>DFO Core Teams- Jason</b>	<b>DLL Core Teams-</b>
Financial Stewardship	<i>Membership Dev Mgr</i> Communications Seabeck Women’s Perspective	<i>Membership Dev Mgr</i> Outreach – Gallery Outreach – Website OFD Auction East Shore Live	Children & Youth Chalice Players
Endowment	Connections Teams	<i>Facilities Mgr</i> Facilities Grounds Memorial Garden P-Patch Flower	Adult Programs
Nominating	Ace Media Crew - Production	Ace Media Crew - Hardware	RE Teachers
Personnel	Archives / Library		
Policy & Governance	Covenant Circles		
HHTF v2.0	Earth Based Celebrations		
Ministerial Search TF	Extended Families		
Right Relations TF	Lay Pastoral		
	Worship		
<b>ESJCC - Elaine</b>	<b>ESJCC - Elaine</b>	<b>Caring Community - Elaine</b>	<b>Affinity Groups - Elaine</b>
ANSWER Nepal	Partner Church Khasi Hills	Grief Support Group	Coffee Klatch
Beloved Racial Justice	Partner Church Transylvania	Adult Children of Aging Parents	Women’s Friendship Group
Climate Action	Community Relationships	Men’s Support Group	4 <sup>th</sup> Saturday Bridge Group
CFH	Second Sunday	Parents of Trans Youth	Men’s Breakfast Group
Crossroads Meals	Women Helping Women	PD Support Group	
Food Bank		Widows Flying Solo	
Good Start Back to School		Affordable Housing Support Group	
Holiday Giving Tree		Parents of Teens	
		Helping Hands	

## **APPENDIX 3 – MODIFIED BOARD END STATEMENTS – APPROVED AUGUST 15**

It was noted, during the Board discussion, that these End Statements will continue to evolve over time. The church staff now has the action item, under the leadership of the SLT, to develop appropriate measures for each of the Board End Statements.

### **Ends**

1. By December 1, 2017, ESUC will have an initial 5 to 10 Year Financial Strategic Plan, developed by the Leaders of the Financial Stewardship Team in collaboration with the DFO, ESUC Board, and other ESUC leaders with the understanding that this plan will be reviewed and updated on an annual basis. (It is noted that this effort is well underway, led by the Financial Stewardship Team.)
  - 1.1 By December 1, 2017, East Shore will determine and document how best to utilize its Endowment for maintaining capital assets of the church's campus.
  - 1.2 By the Annual Congregational Meeting in June, 2018, ESUC will have a plan reviewed and approved by the Congregation for the development of the Holly House property that will result in proceeds to ESUC of at least \$1M.
2. ESUC will be prepared for a Settled Minister by the fall of 2019. The following actions will be complete prior to preparing the information packet for the new ministerial candidates, including:
  - A covenant of Right Relations
  - Stable staff (paid / unpaid) to appropriately meet the needs of the church
  - Sustainable Finances and preparation for an external audit
  - Policy-based governance is fully implemented and accepted
  - In the 2018/19 review of ends the Board will be able to define what it means to explore spirituality based on their experience of living our mission and vision statements.
3. During the period of 2017-2019, will further enhance the prevailing level of trust through the further development of skills in right relationship, and growth opportunities offered in classes, workshops, trainings, worship, and ongoing support.

*We will document the processes for transparency, right relationships, anti-racism, and religious tolerance in a behavioral covenant that is supported by all staff and a majority of voting members.*
4. By 2019, we will achieve membership growth (new members and retention) to sustain the church through increased generational and cultural diversity.
5. We will make measurable progress moving our congregation from a multi-culturally aware congregation to anti-racist as defined by Julica Hermann de la Fuente, with specific attention to lifelong Learning, pastoral care, and theology.
6. East Shore social and earth justice activism provides an opportunity to publicly live out our UU principles. In fidelity to these principles, we will measure outcomes each fiscal year to ensure the resources of our community are being leveraged most effectively.
7. By 2019, we will develop a plan to reduce the environmental impact of our facilities and membership activities. We will also have plans for Emergency Preparedness.

### **END OF MINUTES**