

# ESUC Board of Trustees

Minutes

February 20, 2018 with attached \*\*Feb 28 Postscript Notes

<b>Minutes, Leadership Reports, Consent Agenda:</b>	<b>Com. + Board Liaison Reports Consent Agenda:</b>
February Board Agenda + Upcoming Events	P&G Charter Tracking Table – Ann Fletcher
Minutes of Last Board Meeting – January 23	HH Dev Task Force Update – David Baumgart
Board President's Report – Jack Slowriver Ref: UUA report – Institutional Change	Right Relations Guidelines Template Rev 2-01-18
Finance – Treasurer's Report – Ryam Hill	
Interim Minister Report-Rev Elaine Peresluha & Membership + Communications Report ES Social Justice Ministry Teams Feb Report	
Director, Finance & Operations–Jason Puracal App A&B – Sum Income Statement, BS FY17 Appendix C Financial Analysis / Charts, App D - Non-profit Law Seminar, App E – Facilities Use Procedure, App F – ESUC Sponsorship Agreement Guidelines	**Feb 28 Postscript Notes – Please refer to Appendix 2, pages 5 + 6 below, for documentation of additional board actions enacted between Feb 16 and March 1.
Director, Lifelong Learning – Aisha Hauser	

East Shore Unitarian Church

Board of Trustees Meeting Agenda - February 20, 2018

Board Host: Jerry; Uzma Butte, VP, presided over this board meeting in the absence of the president.

6:45 Social Gathering

7:00 Opening Words, Chalice Lighting

7:05 Check In/ Guest introductions All

7:15 Approval of Consent Agenda All

7:30 Holly House Task Force Update Dave, Jason, Marcy

7:45 Right Relations Board norms All

8:25 Adjourn to Executive session for Nominating Committee, OFD, and UUA report review

Upcoming Events for Your Calendar

- February Exec Council – March 6
- March Board Packet items due Wed, March 14: email to Dick Jacke (Volunteer 1)
- April Beacon Board Buzz due Wed, March 14 by Tom: email to Nicole Duff
- March Board Meeting March 20; Tom is host.
- Sunday Svc Announcement 2/25 Jerry, 3/4 Marcy, 3/11 Uzma, 3/18 Paul, 3/25 Jerry, 4/1 xxx

**Opening Words** – Jerry's reflection – Potential Board Covenant Statement

**Check-in** - The board of Trustees includes David Baumgart (secretary), Paul Buehrens, Jerry Bushnell, Uzma Butte (Vice President), Tom Doe, Ryam Hill (treasurer), Marcy Langrock, (via Skype) Mark Norelius, and (absent) Jack Slowriver (president). Following Lee Dorigan's resignation, there is one

open Board Trustee position. The Board also includes our interim minister, Rev. Elaine Peresluha, Jason Puracal - Director of Finance & Operations, and Aisha Hauser - Director of Life Long Learning.

**Visitors:** Den Kerlee (Collaboration Builders Steering Com).

**Housekeeping items: upcoming hosts, announcers, etc.**

We need a Board member to deliver Sunday Service Announcements in April, May, and June.

**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) - Uzma asked if anyone requested to move items from the Consent Agenda to the Discussion Agenda. No items were moved

**Approval of Consent Agenda** - All

Marcy moved and Ryam seconded that we approve the Consent Agenda. Motion passed.

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

- Ryam reported that work continues on the Financial Stewardship and Endowment Charters.
- Accompanied by VP, Uzma Butte, Jason attended a seminar on non-profit tax law at Perkins Coie hosted by Way Find, a non-profit that assists other non-profits with legal issues. One of the significant conclusions was that the Board will need to review the annual Form 990.
- Development/review of policies required for 990 including: Document retention, Conflict of interest, and Whistle blower
- New Bookkeeper: Ludmila (Lucy) Rahman accepted the offer and started February 5, 2018. Lucy is undergoing extensive daily training with Laura and Jason.
- Mark Norelius approved to become the Board Liaison for Right Relations.

**Nominating Committee - Connie Hirnle (chair)**

The Board has received a potential slate of candidates for open positions in the 2018 / 19 fiscal year. We will review these potential candidates during the Exec Session, this evening. The final list of candidates will be announced to the congregation in late April.

**Holly House Dev Task Force Marcy (chair)**

Marcy briefed the Board on the Feb 11 Town Hall and the most recent task force meeting, Feb 15. The online survey about the weighting of criteria is continuing – Jason reports we have received 54 responses. Marcy stated that Financial Impact criteria is averaging twice the weight of Economic / Social Justice, so far. Marcy expressed gratitude for all the hard work of the committee in general, and for the responses to the Town Hall Q&A which were primarily handled by Jason and Dave.

Jason spoke about our visit to the Bellevue City Council on Feb 12 when both Jason and Dave spoke and advocated for a loosening of the regulations (proposed by the City of Bellevue planning dept in a package of action items identified as C-1) to allow greater density of units classified as Affordable Housing.

At the present time, the task force is waiting for responses to questions that were sent to all 7 bidders for the Holly House property – the deadline is Feb 28. We are also looking for additional market proposals courtesy of the efforts of Janet Garrow and Craig Nelsen. Marcy also stated we are planning a future Town Hall in about 30 days – at which point we may choose to eliminate a few of the least valued proposals.

**Right Relations Board Norms -Aisha**

Aisha moved to table this item because none of the members of the Board had followed thru on last month's request (see homework assignment, below) to identify those RR norms that were most meaningful to them. After the board meeting, Aisha emailed an updated Right Relations Guidelines Template (has been added to the Board Packet, pages 35 – 37) for all Board members and visitors to consider.

[discussion] Homework Assignment – Jack requested that all board members come back to the Feb meeting identifying which of the guidelines are meaningful for each member. Paul volunteered to evaluate the relative points scored for the most meaningful guidelines. Each member of the Board is requested to send the most meaningful guidelines to Paul by ~~Feb 6~~ March 6.

It is noted that Mark Norelius was approved to become the Board Liaison for Right Relations – since Lee had recently resigned.

We discussed plans for future training. Aisha stated that the RR committee was still in discussion and negotiation for future training for Right Relations and for Facilitator. She will report back to the Board.

**Executive Session – Uzma Butte (Vice President)**

At 7:40pm, we adjourned to Executive Session and Den Kerlee exited the meeting.

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**Closing Words and Adjourn**

Elaine’s closing reflection was much appreciated.

Our board meeting ended about 9:50pm. Our next board meeting is March 20, 2018.

Respectfully submitted by David Baumgart, Secretary, ESUC Board of Trustees

**OPEN ACTION ITEMS: (REVISED FEBRUARY 23)**

What	Who	When / Notes
Sponsor Right Relations Training	Aisha, Louise	Still in negotiation for price
Sponsor the annual OFD pledge drive for FY 18 / 19 and establishment of the budget for the new fiscal year.	Board, Tom, Ryam, Jason, Fin Stewardship	These twin efforts have been deferred until late February, after Board / Congregational debriefs by the UUA regarding the listening sessions.
Lead the effort to plan action items and timeline preparing for Dev Min.	Ryam, Uzma	Will try and recruit several members of the previous Ministry Search Com.
Ongoing - Revised team charters – first drafts are due Sep 30 / P & G Committee review	P&G Com in collaboration with Board	The Board and each SLT leader will be responsible for their respective teams (Appendix 2). 11 charters approved, 22 draft charters now under review and 10 charters – unknown status.

<b>CLOSED ACTION ITEMS:</b>	Who	When / Notes
Done - Work with Christine Robinson and Jonipher to complete the listening sessions, while preparing for the congregational debrief on Feb 18	Board, Elaine, Jason, Aisha	The Congregational debrief is scheduled for Sunday, Feb 18, immediately following the church service. The Board will be debriefed on Friday evening, Feb 16.
Done - Establish a robust Right Relations Task Force structure	Board, RR Task Force	This effort is a collaboration with the RR Task Force and the Policy & Governance Com.

## Appendix 1

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

#### From Treasurer's report, page 8

- Ryam reported that work continues on the Financial Stewardship and Endowment Charters.

#### From DFO report, pages 16, 17

- Accompanied by VP, Uzma Butte, I attended a seminar on non-profit tax law at Perkins Coie hosted by Way Find, a non-profit that assists other non-profits with legal issues. Prior to attending the event, I emailed the slide deck to the Board. Attached as Appendix D are my notes from the seminar that specifically apply to East Shore. Some of these require changes to the way the Board and organization operate. While they will all need to be addressed eventually, I would prioritize the top changes needed as follows:
  - Design process for review and approval of 990 Form
  - Development/review of policies required for 990 including:
    - Document retention
    - Conflict of interest
    - Whistle blower
  - Creation and signature of annual forms for all Board Members regarding Conflict of Interest Understanding, and Conflict of Interest Disclosure
- As a result of the Board's approval of the sponsorship policy in January 2018, the Finance Team has created sponsorship guidelines to distribute to the Congregation. **I am requesting Board approval of the ESUC Sponsorship Agreement Guidelines document (see Appendix F) in order for the church to move forward with the process of potentially sponsoring outside non-profit groups.**

New Bookkeeper: The top candidate, Ludmila Rahman, was offered the position. Ludmila (Lucy) accepted the offer and started February 5, 2018. Lucy is undergoing extensive daily training with Laura and myself.

#### From David Baumgart, Secretary

Mark Norelius was requested by Right Relations chair, Louise Wilkinson, to replace Lee D as the BL.

### APPENDIX 2 – CHARTER TRACKING TABLE

Henceforth, the Policy & Governance committee will be tracking the various updates of charters. Please refer to the Board Packet, pages 32 - 35

**END OF FEB 20 MINUTES**

## Appendix 2 Board PostScript Notes – Feb 28, 2018

*These Feb 28 postscript notes, below, document significant Board decisions following receipt of Rev Robinson and Rev Kwong's Consultant Report. This encompasses the time period from February 16 to March 1.*

East Shore Officers – Uzma Butte, VP; Ryam Hill, Treasurer; David Baumgart, Secretary

Board Trustees: Paul Buehrens, Jerry Bushnell, Tom Doe, Marcy Langrock, Mark Norelius, Lee Dorigan

Note: Uzma was the presiding officer during this time period in the absence of Jack Slowriver, Board President, who was out of the country on extended leave.

### Agenda:

- UUA Debrief, Feb 18 – UUA presenters included Rev Christine Robinson, Rev Jonipher Kwong
- Formation of the Dev Minister task force, Feb 20 - with authorization to submit the application,
- Board's unanimous email vote to accept C&J's recommendation to hire a Dev Minister, completed Feb 28,
- Mutual Decision to amend the contract with Rev. Elaine Peresluha to include 180 day notice, signed March 1.

### UUA Debrief – UUA presenters included Rev Christine Robinson, Rev Jonipher Kwong

Discussion – members of the board generally felt that the Feb 18, 10am UUA service followed by the 11am UUA briefing for our membership went well. The presentation was followed by a half hour of Q&A interaction with the congregation. The estimated attendance was approximately 130 members.

### Developmental Minister Action Items and Timeline

We all agreed to move forward with the UUA consultants' recommendation to hire a Developmental Minister. We then discussed the make-up of a Board Task Force; charged with the responsibilities associated with the overall goal of having a Dev Minister in place by end of 2018 or early 2019.

After a discussion, it was generally agreed that the task force would include 2 or 3 Board Members plus 2 or 3 other members, preferably drawn from the Ministerial Search Committee that functioned in 2016. After further discussion, the Board members would be:

- Ryam, Uzma, and Jerry

The other members, all drawn from the 2016 Ministerial Search Com. were proposed on Feb 20, and confirmed by end of day, Feb 21:

- Mary Anderson, Milly Mullarky, Rhonda Brown, and \*\*Anne Fletcher.

The board reached a unanimous agreement, during the executive session conducted on Feb 20, 2018.

[\*\*Anne Fletcher was added to the task force on Feb 23 because of her thorough knowledge of the history of East Shore Unitarian Church.]

Ryam and Uzma would take the immediate lead to establish a priority list of action items, planned as part of a feasible timeline. It was agreed that Ryam's best source of information would be Keith Kron (UUA). On Feb 21, Ryam received a **high level timeline from Keith as follows:**

- Congregational Applications Submitted by: Jan 31, 2017 - (late applications accepted on case-by-case basis only).
- Applications reviewed by Transitions Office and regional staff: Feb 7, 2017.
- Applications posted in private drop box for ministers only to see by: Feb 10, 2017.
- Applications reviewed by Ministers: Feb 10 to whenever position gets filled.

- Minister names released to congregations: (earliest Feb 20, 2017—more than likely though mid-to-late March as ministers express interest).
- Review/interviews/decisions: any time after Feb 20, 2017.

In a separate email, Ryam noted that we were several weeks behind this timeline, and we should treat this effort as “time urgent.”

**Other recommendations** were also received from the UUA consultants, and will be under further consideration during the next few months.

**Board’s unanimous email vote to accept Rev Christine Robinson and Rev Jonipher Kwong’s recommendation to hire a Dev Minister**

On Monday, Feb 26, David pointed out that the East Shore Board had been acting by consensus regarding our “go forward path” to identify and hire a Developmental Minister. He recommended that we formalize this decision by means of an email-based vote. Ryam moved and David seconded by email that the Board of Trustees for East Shore Unitarian Church approve the UUA recommendation that we hire a Developmental Minister. Uzma Butte, the current acting President, in the absence of our current President – Jack Slowriver, then polled the entire East Shore Board via email. The vote indicated unanimous approval of the motion. Voting in favor of the motion:

Uzma Butte, (Vice President), Ryam Hill, (Treasurer), David Baumgart, (Secretary), Paul Buehrens, Jerry Bushnell, Tom Doe, Marcy Langrock, Mark Norelius, and Lee Dorigan. Although Jack Slowriver was out of the country on extended leave, he had previously informed the Executive Committee on Feb 6 and the entire Board on Feb 16 that he was in favor of hiring a Dev Minister – as recommended by the UUA consultants.

**Mutual Decision to amend the contract with Rev. Elaine Peresluha.**

Under the terms of the current contract with Rev. Elaine Peresluha, the East Shore congregation has the option of providing 180 days advanced notice to amend the end date of the contract.

It is noted that Elaine agreed with and supports the recommendation by the UUA consultants that ESUC should hire a Dev Minister by the end of 2018. In consultation with Elaine, as well as the Pacific Western Region leadership, represented by Rev’s Robinson and Kwong, all parties agreed that given the ESUC Board’s decision to hire a Developmental Minister during the next ten months, this action would be in our mutual best interest.

The contract amendment also includes the reciprocal options to end the contract earlier or later than the end of August by either Rev Peresluha or the ESUC Board.

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These notes reflect board actions and discussions taken between Feb 16 and March 1.

Thanks, Dave

David Baumgart [david\\_baumgart@hotmail.com](mailto:david_baumgart@hotmail.com)

Secretary, East Shore Unitarian Board