

## Board of Trustees Meeting

Minutes 3/5/2019

Holly House discussion, Preparation for March 24 called Congregational Meeting 7:30 – 9:30pm

Note: there was no board packet created for this special called board meeting. It is also noted that this board meeting immediately followed the regularly scheduled March Executive meeting.

Rev Steve lit the chalice and the meeting was called to order by Tom.

**Present: Board members:** Dave Baumgart (secretary), Tom Doe (president), Evelyn Smith, Marcy Langrock (treasurer), Paul Buehrens, Mark Norelius, Sara Brannman, Jerry Bushnell

**Absent: Board members:** Dennis Fleck, Lee Dorigan

Ex-Officio Board members: Aisha Houser, Steve Furrer, Jason Puracal

Holly House Task Force leaders: Laurie Adams, Linda Freeburg (chair)

Policy and Governance: Ann Fletcher

David introduced Linda and Laurie stating that the total work effort by the Holly House Developmental Task Force (HHDTF) was extraordinary, and thanked Linda and Laurie for their leadership.

1. **Presentation of proposed ballot:** The Holly House Task force looked at many designs for ballots, and after much discussion and thought are proposing a ballot with four choices –
  - a. Affordable housing, by Attain
  - b. Affordable housing, by LifeWire
  - c. Market Rate bid, with creation of a specific fund for Earth and Social Justice
  - d. Market Rate bid with use of funds determined by congregation and board

The plan will be to vote on the four proposals, and if none gets 51% or more on the first ballot, then the vote will be repeated. If no proposal gets 51% on the second ballot, the vote will be repeated a third time. If no proposal gets 51% on the third try, we will then vote on temporarily suspending the voting rule to allow an elimination vote. If the bylaw suspension passes, then we will vote a fourth time, eliminating the lowest ranking choice. This will be repeated until one choice gets 51% or more of the vote.

**Motion on Ballot:** Tom Doe moved, and Sara Brannman seconded a motion to accept the proposed ballot and voting procedure.

### **Discussion:**

The task force pointed out that the reason for not first voting on affordable housing vs. market rate, then voting on the two options, is that some people feel that one of the affordable options would be their first choice, and one of the market rate options would be their second choice.

Ann Fletcher pointed out that the reason we would need to vote on temporarily suspending the voting rules, is that our bylaws state that our votes need to follow Roberts Rules of Order, which does not allow for elimination voting.

There was a discussion of the potential long length of the congregational meeting, if all potential voting cycles were required. To mitigate this, the following consensus was reached.

- Policy and Governance committee will prepare a team to rapidly dispense and count ballots
- Discussion will be held to a minimum, and this will be communicated in advance to all congregants

- Membership checks will be done at the door, and non-voting members or visitors will be asked to sit in the balcony
- We will have one or two parliamentarians designated for the meeting  
Note: following our board meeting, Mike Radow volunteered to serve as parliamentarian and Ann Fletcher volunteered to be present as chair of Policy Based Governance and authoritative voice with respect to our policies and bylaws.
- We will set up a timeline for the meeting

**Vote on Motion to approve ballot and procedure: 8 for, none against, motion passed**

**2. Presentation of Holly House Task for recommendation for Earth and Social Justice (ESJ) fund in market rate option one:**

The reason for this option is to give congregants the option of designating a portion of the proceeds from a market rate sale to use for earth and social justice causes rather than selling below market to an affordable housing developer. The task force recommended to the Board that this be worded as a percentage of net after paying off mortgage. Assuming a sale of around \$3.85, their estimated recommendations range between \$500k-\$1m. They recommended that “this be an unrestricted fund that can make major gifts as determined by the appropriate process, and not a trust fund restricted to gifting only annual income from the fund. “

**Discussion of the proposed earth and social justice fund:**

Tom notes that the fund details may be difficult to enact. He recommends that we just specify distributing a certain percentage to the proposed ESJ designated fund.

Linda points out that we don’t have to specify exactly how the fund would be spent, but setting it up as a benevolent fund, with the congregation deciding as we go along where we spend the money from the funding. Linda would like the board to specify in detail what the designated ESJ fund would look like.

Mark notes that we may have future difficulties with deciding how to spend the money.

Jerry recommended that we discuss the process that would govern the management of the fund.

Tom noted that we may want to form a new group or task force that manages the fund.

Jason points out that the fund would have to be a designated fund, rather than a restricted fund, as our church policies only allow restricted funds to come from a donor. Under current policy and by-laws, the board controls designated funds.

Rev Steve pointed out that if Option 3, establishing the ESJ designated fund is approved, that the members of the congregation would have the option of approving a bylaw or policy that would govern the distribution of that fund.

**Motion:** David Baumgart moved, and Tom Doe seconded the following motion. If the market rate (option three) wins the majority vote, the board will set up an ESJ fund with 30% of the net proceeds, calculated as gross proceeds minus the sum of the closing costs plus the amount of the outstanding mortgage balance at the time of closing.

**(Note: The decision has not been made that any proceeds will be used to pay off the mortgage, but consensus at the meeting is that this is a likely outcome)**

**Vote: 7 for, 1 against, motion passed.**

**3. Presentation of voter’s pamphlet:**

A draft of the voter's pamphlet was passed out at the meeting, and board members were asked to study it and send back suggested edits by 6 PM 3/6/2019 to the board secretary, David Baumgart. David would then compile all the suggested edits and forward them to the leaders of the HHDTF and Aisha. We would trust the task force to exercise their editorial prerogative on how to update the voter's pamphlet with these suggested edits from the board. David completed this task by 9pm, the evening of March 6.

**Discussion of the voter's pamphlet:**

Mark points out that the current board and HH task force is mainly composed of older, white, financially secure church members and we lack knowledge of what the marginalized members of our congregation think. This was acknowledged as an issue, and board members will do our best to obtain input from other groups. Jason and Aisha agreed to help with this, with Jason pointing out that he cannot speak for other people of color.

Carrie pointed out that she had discussed the content of the voter's pamphlet with female members of the congregation and with at least one person of color.

**Motion:** Paul Buehrens moved, and Mark Norelius seconded that we accept the voter's pamphlet with direction of the Holly House task for members to make any suggested edits.

**Vote:** 8 for, none against, motion passed.

**4. Other items mentioned/discussed:**

- We will need a list of current members eligible to vote in the office two weeks prior to the vote
- A mailing must go out two weeks prior to the congregational meeting, Tom and Nicole are discussing the possibility of using a postcard, which may have a higher chance of being read
- Aisha points out that this March 24 congregational meeting is over lunch hour, and has volunteered the staff to provide food
- Tom notes that the wording of the meeting announcement will have to be in compliance with our bylaws
- Task force members recommend that board members attend the town halls
- The congregational meeting will start at 12:30
- The town hall meetings will use a listening circle design as recommended by Pam Orbach.
- Prior to the meeting, we will request that members check to make sure they are on the eligible voter list

At the conclusion of the meeting, Rev Steve provided a short prayer.

Our next board meeting is scheduled for Tuesday, March 19, at 6:45pm.

Submitted by Jerry Bushnell, Recording Secretary  
And by David Baumgart, Secretary of the Board.