

FUUCA Board of Trustees

Meeting date: **Tuesday, January 18, 2011** **Started: 6:30 PM** **Ended: 8:30 PM**

Location: FUUCA

Purpose/Notes: Regular scheduled meeting

Chaired by: Eric Stimmel

Minutes rec. by: Klondike Steadman

Attendance:

Present: Brent Baldwin, Margaret Borden, Ed Brock, Sean Hale, Eric Hepburn, Chris Jimmerson, Kae McLaughlin, Nell Newton, Klondike Steadman, Brendan Sterne, Eric Stimmel, Susan Thomson, Michael West, Laura Wood

Regrets:

Absent:

Late:

Guests:

(none)

Meeting Documents:

- 1-11 DoM report to the BoT.doc
- 2011 1 New & Resigned Member Report for Nov & Dec 2010.pdf
- Complaints Policies Draft.pdf
- ED report I-11.doc
- Financial Policies Changes Accepted.pdf
- financialpoliciesredline.pdf
- Governing Style and Job Description.pdf
- jan16boardmtg.pdf
- Minutes_12-21-2010.pdf
- President and Board Committee Changes Accepted.pdf
- President and Board Committees Redline.pdf
- SMSC congregation report jan2011.doc

Meeting Minutes:

1. Committee business

1.1. Call to Order

Eric Stimmel

The board president called the meeting to order at 6:32.

Status: Completed

1.2. Board Covenant

Ed Brock

Status: Completed

1.3. Adopt Consent Agenda & Approve Last Meeting's Minutes

Klondike Steadman

The Consent Agenda and Last Meeting's Minutes were approved.

Resolution #:

Moved by: Brendan Sterne

Seconded by: Margaret Borden

Status: Carried

Vote: All

1.4. Adopt meeting Agenda

Added Accepting Policies and Linkage Updates

Resolution #:

Moved by: Brendan Sterne

Seconded by: Chris Jimmerson

Status: Carried

Vote: All

1.5. Process Evaluation

Eric Stimmel

Eric S distributed a meeting evaluation tool.

Status: Completed

1.6. Visitor's Forum

Eric Stimmel

Board will listen to any visitors who wish to present their views. It should be noted that the board is here to listen, but not to discuss, vote or take action. Items that require action must be submitted to the agenda. Visitors are asked to limit their presentation to five minutes unless there are more than 3 visitors, in which case the time will be divided equally between the visitors.

No Visitors Present

Status: Completed

2. Old business

No Old business

3. New business

3.1. Viewing minutes on Mycommittee

Klondike Steadman

Klondike showed how you could view minutes on the very first page that you come to when you receive the link to "view minutes". It was agreed that if anyone had any problems they would call Klondike.

Status: Completed

3.2. Report from Planned Giving

Kae McLaughlin

Kae gave a brief report of the first meeting for Planned Giving at Michael Leburkien's house. She stated that it was very positive. Ed added that he and Roseanne would be meeting with each person individually to discuss what their desires and plans were.

One idea that came out of the meeting was to have someone who has already put the church in their will to speak at a service.

Status: Completed

3.3. Accepting Policies

Brendan Sterne

"Other" Policies Group

moved chris

second Kae

passed

Officers Roles

Chris explained that the bylaws will contain most of the descriptions and the policies only really go into the president's role.

acceptance of The roles were postponed

Financial Policies

Chris brought up that we need to clarify for the church the financial controls that the board exerts upon the executive through Executive Limitations and that these policies will be a good place to put many of the controls currently housed in the FAMP.

moved: Eric

2nd Michael
approved

Status: Completed

3.4. Governance Exercise

Brendan Sterne

Brendan presented a proposed complaint process and led an exercise to test it for intake procedures. There was a presentation and further discussion of the complaint policy. The exercise involved considering where the board would place a complaint that a congregant had brought that the minister had refused to perform their wedding.

Status: Completed

3.5. Linkage Update

Susan Thomson

Another Brown Bag Brunch is planned for Sunday, February 6th. Volunteers were solicited. We should begin preparing for the FUUCafe in March.

Status: Completed

3.6. Break

Michael West

Status: Completed

Comment:

On Saturday, January 22, 2011 6:06 PM Brendan Sterne wrote:

Glad to have that settled. :-)

3.7. Board - Congregation Communication

Margaret Borden

Margaret led a discussion of how the board can facilitate both greater transparency as well as improved perception of this transparency among the congregation. She compared two different approaches to specific hypothetical situations, one that directly engaged a solution and the other which engaged the congregation in deliberate conversation. Her point was that it is important to take the time to get all the issues out on the table before throwing solutions at perceived problems.

A discussion proceeded about what specifically constitutes transparency and how it can be achieved.

Documents:

- jan16boardmtg.pdf

Status: Completed

3.8. Congregational Meeting Recap & VC position plan

Eric Stimmel

There was a discussion of what took place at the January 16 Congregational Meeting with focus on developing a plan for clarification of the process toward hiring a Volunteer Coordinator (or whatever it will be called).

Mike suggested we consider Phil Hastings' suggestions regarding what kind of questions the church needs to answer before we are ready to describe what kind of position this is we are creating.

There was discussion as to whether there needs to be a clear job description or whether the church would be better served by leaving the position flexible to be defined at a later date. There was general agreement that we could provide clarification as to the job description without tying the hands of the executives to most effectively use the position to do the work of the church. Ed stated that it is clearly the responsibility of the executives to write the job description.

Documents:

- congregational meeting minutes.pdf

Status: Completed

3.9. Report from the SMSC board liason

Michael West

Michael updated the board about the activities and timeline of the SMSC. He suggested that the board host an informal meeting with the candidate when the search has found the candidate that they will put before the congregation.

Michael also reported that the expectation of each of the pre candidates is that we would already have a DRE Search well underway. Ed stated that he has written to the two candidates asking if they would prefer an interim hire for either or both the DRE and VC. He also asked if they were interested in being part of the hiring process in any way once they had been hired as the senior minister.

Status: Completed

3.10. Executive Session

Ed Brock

The board entered executive session at 9:05 and completed executive session at 9:25.

Status: Completed

4. Committee business

4.1. Process Evaluation

Eric Stimmel

Each board member filled out the process evaluation and returned it to Eric S who will read and report back on the results at the next meeting.

Status: Completed

4.2. Board-Executive Team Covenant Reading

Ed Brock

Status: Completed

Total time scheduled: 152 min

Report to the Congregation – Director of Music
1/18/11

Adult Choir

The FUUCA Adult Choir has begun its spring season, which will feature a broad array of anthems, including works celebrating Black History Month in February, pieces for Easter and Passover, and four collaborations with the Children's Choirs. The AC will also participate in the five-week FUUCA Food program with musical themes accompanying the concept arc.

Children's Choirs

The FUUCA Children's Choirs began rehearsals this past weekend, and will sing in various services throughout the spring. In the past, we have collected a "participation donation" from parents of children who sing in the program. In spite of the fact that funding is not yet to a place where we can pay our highly qualified and talented directors the rates they deserve (funding was cut substantially in 2008), I have decided to do away with the donation (unless, of course, people *really* wish to do so). Any shortfall in funding will be covered by other music funds, because it's just that important. CC programs in other large churches have proven to be essential in youth retention -- it is therefore an extremely high priority for the FUUCA music program.

Intergenerational Choir

The FUUCA Intergenerational Choir will sing several times throughout the Spring, including Easter/Passover and Mother's Day. These offerings will be accompanied by various guest instrumentalists from our community.

Musical Guests

We are currently lining up some musical guests for our services, including the 1001 Nights Orchestra, the Isaacs-Bryant family, and Michael Mandrell. We will continue to enjoy the talents of Bryan Uecker, Kathryn Govier, Wendy Kuo, Klondike Steadman, small vocal ensembles, the FUUCA Jazz Combo and other exceptionally talented musicians from our community.

Respectfully submitted,
Brent Baldwin

New & Resigned Members for November and December 2010

New Members:

Nov 14 Jane Steig

 Steven Herbert

 Tania & Rowdy Blythe

 Allen & Karen Pope

 Edward Sledge

 Louann Payne

Nov 28 Celia Skrivanek

Dec 12 Julie Nestoroff

 Elizabeth & Ryan Nielsen

 Ray Easterlin

Resignations

Carl Lindeman (left several years ago; just formally resigned in December)

Kate Bourne (moved to Utah in the Fall)

H. Complaint Procedure

Board Receives Written Complaint. At the next board meeting, board assesses whether there has been a policy violation, and/or whether a policy update is needed. Board may ask executive for interpretation of policy. Board assesses whether interpretation / action is beyond “any reasonable interpretation of the policy”. Board makes a determination of one of the following:

A) No violation, no update needed: Board explains to complainant its determination and rationale.

B) No violation (incl. reasonable interpretation), but policy update needed: Board updates policies, and initiates Breach of Policy process, taking into account the fact that no existing policy was breached. Board explains to complainant its determination and rationale.

C) Policy violation: Board initiates Breach of Policy process. Board explains to complainant its determination and rationale.

In all cases the determination of a complaint (A, B or C) is recorded in a board motion that identifies the policy at issue. Unless confidentiality is requested, the written complaint will be attached to the board meeting minutes.

Complainants may be invited to a formal or informal reconciliation process.

I. Breach of Policy Process

The board initiates this process when, according to the Complaint Procedure, there has been a violation of policy, or a complaint has resulted in policy updates designed to proscribe the situation described in the complaint.

The board judges the degree and seriousness of the complaint, taking into account the following factors:

- The nature of the complaint
- Whether this was a violation of existing policy
- Whether there is a history or pattern of policy violation
- The Senior Minister's past efforts to address policy violations

The board decides any action on a case-by-case basis. Actions may include (but are not limited to):

- Increased monitoring of the policy in question
- Issuing a documented warning
- Presenting to the congregation the public record of policy violations, and the efforts to address them.
- Requesting the Senior Minister's resignation
- Calling a congregational meeting in compliance with the bylaws regarding removal of the Senior Minister

In all cases, the Senior Minister will be required to present to the board at the next board meeting a plan to adhere to the policy in question and address the issues raised in the complaint. The plan will be attached to the board meeting minutes.

Executive Director's Report to FUUCA Board of Trustees

December 11 2010 – January 7, 2011

Office & Staff

- Weekday Volunteers – Ann Edwards, Nancy Groblewski, and Mary Jane Ford continue helping us regularly in the office during the week. Nancy G went above and beyond the call of duty during the holidays, helping us to provide fuller coverage while staff were on their vacations and to provide extra support during what can be a busy season for the office.
- Custodians – I have hired a new custodian or, actually, three. Barbara Goonan, Ashraf Ahmed, and their daughter Rehab form a three-person team who are taking over custodial duties, building lock up, and room setup for us. Barb and Ash have strong references and Ash actually has a full-time job supervising a custodial crew at UT during the week. They have already completed some visible projects, such as the floors in the sanctuary, foyer, gallery, and Howson Hall. Natalie and Lansing have already developed a transition plan for our new custodial team to take over room set up.
- Temporary Opening and Closing Coverage – Volunteers Monty Newton, Tom Martin, Jim Burson, and Lena Breen lent a hand with building opening closing over the past month. Between our new custodial team and office staff, we have most openings and closings now covered, with the principal exception of Sunday mornings where a permanent opener continues to elude me.

Finances & Data

- 2011 Budget – Ed and I presented, and the board approved, a proposed budget for the congregation. The congregation will consider it in January.
- Voting List – We have figured out how to generate the voting list from the new database. Fortunately, the process is much easier and less error prone than generating it from the old database. For the January 2011 congregational meeting, we have approximately 420 members. This decrease in membership is due principally to the lag between the dismissal of the last minister and the last gift of record of many people. We probably had more than 100 people on the voting list in May 2010 who hadn't returned to the church since December 2008, but they still appeared on the voting list because the criteria allowed for a gift of record within the previous 18 months.
- FY 2010 Financial Report – we will likely not complete the year-end financial report until the end of the month. This will likely happen every year as closing the books for the year has a certain level of finality that other months do not, so we want to take extra care to review things for accuracy and completeness.
- Bequest Society – Ed Brock, Rose Ann Reeser, and Mike LeBurkien have fully taken this project on and will launch in the month of January. They plan to begin with basics and eventually build a full, strong system of encouraging and stewarding bequests.
- New Computers – Our tech team aims to get two new computers set up and working by some time in February, replacing a broken machine and an underperforming machine. They continue their work to set up a new server (for internal use) as well.

- Pledge Autopayments – We have the bulk of people’s pledge autopayments set up (roughly 60 per month, worth \$10,000 each month). About 20% of all individuals required some sort of follow up contact to get things set up correctly, and a handful have still not responded. I will contact them again, as time permits.

Facility & Hardware

- Facility Committee – The committee has wrapped up the installation of the double door between rooms 19 and 21. They have also replaced the ballast in kitchen lights, repaired the room 17 trunk, and repaired bathroom stall doors in the women’s restroom.
- New Phone Lines – we have completed the installation of new phone lines to the choir room and room 19. This connects previously isolated parts of the building to the phone network in case of emergency.
- Annual Fire Inspection – we’ve had our annual fire inspection. Diagnosis: replacing two fire extinguishers, a process we have now begun. We used a new service this time that a colleague has recommended to me and which charged half as much as our previous service (which no colleagues recommended and several spoke poorly of).
- New Tables – we have taken delivery of 22 new, light-weight tables. These will replace heavy wooden tables, most of which have seen much better days.

Other

- Website Redesign – our webteam expects to unveil the new, improved homepage within the coming days. It represents a significant improvement over the current website, especially in the ease of use department. Peter Roll and Andi Windham have lead the effort and enlisted the valuable support of Julia Gregory and Lisa Carrell.

No Update this month

- Keys & Alarms
- Security Task Force
- Memorials & Staff
- Main office configuration
- Playground Safety
- 403b
- New Member Follow up
- Archive
- ChurchDB
- Room use analysis
- FORTH Taskforce

Some of my other regular activities (Reports for these usually appear elsewhere)

- Finance Committee Meetings
- One-on-one meetings with direct reports

- Board of Trustees
- Board Executive Committee
- Bridge Builder Action Team (A-Team)
- Volunteer recruiting and coordination
- Management Team Meetings
- Church Council & Congregational Meetings
- Office Staff Meetings
- Monthly meeting with Search Committee co-chairs

Respectfully submitted by Sean Hale. January 7, 2011.

C. Financial Planning / Budgeting

Financial planning for any fiscal year or remaining part of any fiscal year shall not deviate materially from the Board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a documented [multi-year staffing and financial plan](need to have a consistent label for the plan).

Accordingly, the Senior Minister shall not allow budgeting that:

- Fails to communicate a reasonably accurate projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- Provides less for Board prerogatives during the year than is set forth in the Cost of Governance Policy.
- Plans the expenditure in any fiscal year of more funds than are reasonably projected to be available in that period.

(stopped)

D. Financial Conditions & Activities

With respect to the congregation's actual, ongoing financial condition and activities, the Executive shall not cause or allow the development of financial jeopardy or deviation from priorities established in Ends policies or [Long Range Plan](need to have a consistent label for the plan).

Accordingly the Senior Minister shall not:

- Allow actual allocation to deviate materially from congregationally approved budget priorities, unless authorized by the Board.
- Borrow any amounts without prior Board approval. Designate funds in manner inconsistent with the donor's intentions or in a manner inconsistent with best accounting practices.
- Expend any endowment or designated funds other than for the purposes determined at time of receipt or designation.
- Fail to settle payroll and other obligations in a timely manner.
- Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.

(stopping)

E. Continuous Operations Plan

In order to protect the church and Board from sudden loss of the Senior Minister, the Senior Minister shall not fail to maintain a continuous operations plan.

(stopping)

F. Asset Protection

The Senior Minister shall not cause or allow Church assets to be unprotected, inadequately maintained, or unnecessarily risked.

Accordingly, he or she may not:

- Fail to insure against theft and casualty losses and against liability losses to Board members, staff, and the organization.
- Fail to operate based on a clearly articulated investment plan.
- Allow unbonded personnel access to material amounts of funds.
- Subject facilities, premises, and equipment to improper wear and tear or insufficient maintenance.
- Fail to protect intellectual property, information, and files from loss or significant damage, or the lack of application of appropriate documentation and retention standards.
- Fail to seek competitive bids when appropriate.
- Receive, process, or disburse funds under insufficient controls.
- Invest or hold money in insecure instruments, including uninsured checking accounts and bonds.
- Endanger the organization's public image or credibility.

(stopping)

G. Compensation & Benefits

With respect to employment, compensation and benefits to employees, consultants, and contract workers, the Senior Minister shall not cause or allow jeopardy to fiscal integrity and shall not fail to strive for fair compensation.

Accordingly, the Senior Minister shall not:

- Change his or her own compensation, benefits, or allocated professional expenses as established by the board.
- Promise or imply permanent or guaranteed employment.
- Establish current compensation and benefits that:
 - (a) deviate materially from the geographic market for the skills employed
 - (b) create contractual obligations over a term longer than revenues can be safely projected and in all events subject to losses of revenue.
- Establish compensation and benefits so as to cause unpredictable or inequitable situations.

(stopping)

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C. Financial Planning / Budgeting

Financial planning for any fiscal year or remaining part of any fiscal year shall not deviate materially from the Board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a documented ~~[multi-year staffing and financial plan]~~(need to have a consistent label for the plan).

Accordingly, the Senior Minister shall not allow budgeting that:

- ~~Contains too little detail to enable~~Fails to communicate a ~~[reasonably accurate]~~ ~~[credible]~~ projection of revenues and expenses, separation of capital and operational items, cash flow ~~[and subsequent accounting trails]~~, and disclosure of planning assumptions.
- Provides less for Board prerogatives during the year than is set forth in the Cost of Governance Policy.
- Plans the expenditure in any fiscal year of more funds than are reasonably projected to be ~~received~~ available in that period.

~~TBD—Further discussion, especially regarding the final level 3 item.~~(stopped)

D. Financial Conditions & Activities

With respect to the congregation's actual, ongoing financial condition and activities, the Executive shall not cause or allow the development of financial jeopardy or deviation from priorities established in Ends policies or ~~[Long Range Plan]~~(need to have a consistent label for the plan).

Accordingly the Senior Minister shall not:

- Allow actual allocation to deviate materially from Board-congregationally approved budget priorities, unless authorized by the Board in Ends policies ~~{or budgets}~~.
- ~~[Deviate materially from line item amounts established in the approved budget unless so authorized by the Board.] {TBD remove this?}~~
- ~~Indebt the [organization] [congregation] in an amount greater than can be repaid by certain, otherwise unencumbered revenues within [90 days] [60 days]. {First Dallas var.}~~
- Borrow any amounts without prior Board approval.
 - ~~[Authorize a line of credit without the approval of the Board of Trustees.]~~
 - ~~[Borrow funds on other than the short-term basis as defined and outlined in these policies.] {TBD reconcile this one with the one prior}~~
- ~~Use any long-term reserves without approval of the Board of Trustees.~~
- Designate funds in manner inconsistent with the donor's intentions or in a manner inconsistent with best accounting practices.
- ~~[Expend any endowment or designated funds other than for the purposes determined at time of receipt or designation.]~~
- ~~Conduct inter-fund shifting in amounts [greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenues within 30 days.] [that deviate materially from Board's ends priorities.] [Allow cash to drop below the amount needed] [Fail] to settle payroll and other obligations in a timely manner.~~
- Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.

TBD—Note: Further edits. Executive team has lots of feedback. \$ team ?who designates funds in the future?: consult best practices, where in policy does this belong?

(stopping)

E. Continuous Operations Plan

In order to protect the church and Board from sudden loss of the Senior Minister, the Senior Minister shall not fail to maintain a continuous operations plan.

| *(stopping) TBD – Where is sabbatical handled?*

F. Asset Protection

The Senior Minister shall not cause or allow Church assets to be unprotected, inadequately maintained, or unnecessarily risked.

Accordingly, he or she may not:

- Fail to insure against theft and casualty losses ~~[at replacement value less reasonable deductible and/or co-insurance limits.] [to at least 80% of replacement value]~~ and [against liability losses to Board members, staff, and the organization.
- Fail to operate based on a clearly articulated investment plan.] ~~[congregational liability and personal liability of Board members and staff relating to congregational business.]~~
- Allow unbonded personnel access to material amounts of funds.
- Subject facilities, premises, and equipment to improper wear and tear or insufficient maintenance. ~~[for environmental degradation, nor fail to provide for building security.]~~
- ~~Unnecessarily expose the organization, its board, or staff to claims of liability. [for risk the non-profit status.]~~
- ~~Make any purchases not provided for in either the capital expenditure or operational projections. {TBD Remove this?}~~
- ~~Make any purchase of over \$2,500.00 without at least two competitive bids. {TBD What is the limit?, Exception Policy?}~~
- Fail to protect intellectual property, information, and files from loss or significant damage, or the lack of application of appropriate documentation and retention standards.
- Fail to seek competitive bids when appropriate.
- Receive, process, or disburse funds under ~~controls that are insufficient to meet the Board-approved auditor's standards. [or other government standards.]~~ controls.
- Invest or hold operating capital money in insecure instruments, including uninsured checking accounts and bonds.
 - ~~of less than AA rating, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions. {Where is current authority? Conflict with bylaws etc?}~~
- Endanger the organization's public image or credibility, ~~[particularly in ways that would hinder its accomplishment of mission.] [or its ability to accomplish its Ends.]~~.

Note: TBD— Review these in detail, are we are moving investments to Exec. (best practices need to be investigated)

(stopping)

? find a spot for child protection policy?, physical safety security policy?

G. Compensation & Benefits

With respect to employment, compensation and benefits to employees, consultants, and contract workers, the Senior Minister shall not cause or allow jeopardy to fiscal integrity and shall not fail to strive for fair compensation.

Accordingly, the Senior Minister shall not:

- Change his or her own compensation, ~~and~~ benefits, ~~or~~ allocated professional expenses as established by the board.
- Promise or imply permanent or guaranteed employment.
- Establish current compensation and benefits that:
 - (a) deviate materially from the ~~applicable nonprofit or~~ geographic ~~or professional~~ market for the skills employed, ~~absent legitimate articulated reasons~~; ~~(and) (mention UUA?)~~
 - (b) create contractual obligations over a term longer than revenues can be safely projected, ~~in no event longer than one year~~ and in all events subject to losses of revenue.
- Establish ~~deferred or long term compensation and~~ ~~or change pension~~ compensation and benefits so as to cause unpredictable or inequitable situations, ~~including those that:~~

•

(stopping)

~~○(a) incur unfunded liabilities;~~

~~○(b) provide less than some basic level {UUA recommended?} of benefits to all full-time employees, though differential benefits [to encourage longevity] [reflecting market conditions or other appropriate factors] are not prohibited;~~

~~○(c) allow any employee to lose benefits already accrued from any foregoing plan. {remove this? What does this mean? Cant reduce benefits?}~~

~~— TBD — Review this~~

A. Governing Style Level 2

The Board will govern lawfully and ethically, with emphasis on

- outward vision rather than internal preoccupation,
- encouragement of diversity in viewpoints,
- spiritual and strategic leadership more than administrative detail,
- clear distinction between the role of the Board and the role of the Senior Minister,
- collective rather than individual decisions,
- the future, rather than the past or present,
- being proactive rather than reactive

Governing Style: Level 3

- The Board shall cultivate a sense of group responsibility for excellence in governing. The Board will use the expertise of individual members to enhance the ability of the Board as a body. The Board will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling Board commitments.
- The Board will carefully establish broad written policies reflecting the congregation’s values and the desired ends to be achieved and means to be avoided. The Board’s major policy focus will be on the desired end effects, not on the administrative or programmatic means of attaining those ends. The Board will be the initiator of policy, not merely a reactor to Executive initiatives.
- The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as training, attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. In accordance with this discipline, the board will address a topic or issue only after it has answered these questions:
 - Whose issue is this, Executive or Board? Is the issue about Ends or Means? If it is about Means, does the issue affect Ends in a significant way? If so, then the board will determine the broadest way to address the issue so that it is still under existing board policy
 - Has the board dealt with this subject in a policy? If so, what has the board already said on this subject? How is this specific issue related? If the board has already addressed the matter, does the board wish to change what it has already said?

B. Board Job Description Level 2

Specific job outputs of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance. Accordingly, the board will:

- provide authoritative linkage between the church and the operational organization
- engage in long-term visioning through conversation with the congregation,
- monitor the performance of the Senior Minister
- monitor the performance of the Board
- provide assurance of successful organizational performance on Ends and Executive Limitations,
- serve as legal representative of the Church.

Board Job Description: Level 3

- Will produce written governing policies that address at the broadest levels each category of organizational decision.
 - a. Ends: The difference we make in the world.
 - b. Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which executive activity and decisions must take place.
 - c. Governance Process: Specification of how the Board conceives, carries out, and monitors its own task.
 - d. Board-Executive Linkage: How authority is delegated and its proper use monitored.
- Will assure Executive performance in accordance with Board policies.

HARVEST THE POWER: WORKSHOP 11: HANDOUT 3: GIVING THE WORK BACK

Ronald Heifetz notes that an essential strategy of adaptive leadership is to "give the work back to people, but at a rate they can stand." Below are two sets of scenarios. Explore the differences between the actions described in the first set and those described in the second.

"Giving the Work Back" Scenarios — Set 1

- When the pledge campaign falls short of its goal, the leadership invites members of the congregation to an open conversation about how to proceed.
- A congregation hosts a number of listening circles so they can hear one another's thoughts and feelings about whether to add a second service on Sunday morning
- A long-range planning task force hosts a series of cottage meetings and workshops to gather input for a new mission/vision statement.
- A congregation's youth group is asked to consider how they might bring their Unitarian Universalist faith into the world and invited to work with advisors and other adults to refine and carry out the plans to support their goals.
- Complaints surface in a congregation that young adolescents are "not ready" for the content of the Our Whole Lives (OWL) program for seventh to ninth graders. The religious education committee invites interested members of the congregation to join them at a workshop to thoughtfully consider the place of comprehensive sexuality education in faith development for youth.

Giving the Work Back Scenarios — Set 2

- When the pledge campaign falls short of its goal, the leadership invites members of the congregation to speak to board members and provide input on whether or not to lay off a member of the staff, and if so, which one.
- A congregation's leadership decides to conduct a survey to determine whether or not the majority of the congregation favors adding a second service on Sunday morning.
- A long-range planning task force asks people to submit their ideas for the congregation's long-range goals in writing, along with their best ideas for a congregational mission statement.
- A congregation's youth group is asked to choose a service project and figure out how to raise the money to support that project.
- Complaints surface in a congregation that young adolescents are "not ready" for the content of the Our Whole Lives (OWL) program for seventh to ninth graders. The religious education committee votes overwhelmingly to continue to support comprehensive sexuality education and plans to publicize links to the UUA's website to explain the OWL program to those who have concerns.

FUUCA Board of Trustees

Meeting date: **Tuesday, December 21, 2010** **Started: 6:30 PM** **Ended: 8:30 PM**

Location: FUUCA

Purpose/Notes: Regular scheduled meeting

Chaired by: Eric Stimmel

Minutes rec. by: Klondike Steadman

Attendance:

Present: Brent Baldwin, Margaret Borden, Ed Brock, Sean Hale, Chris Jimmerson, Kae McLaughlin, Nell Newton, Klondike Steadman, Brendan Sterne, Eric Stimmel, Susan Thomson, Michael West

Regrets: Eric Hepburn, Laura Wood

Absent:

Late:

Guests:

Beverly Donoghue (present), John Keohane (present), Roseanne Reeser (present)

Meeting Documents:

- 12-10 DoM report to the BoT.doc
- 2011 Budget Cover for BoT Mtg 21-XII-10.doc.pdf
- Board Covenant 11.doc
- ED report XII-10.pdf
- For Approval - Complaints - 12-13-10.pdf
- FUUCA 2011 Budget Proposal Dec BoT 21-XII-10.pdf
- FUUCA Policy for Serious Covenant Breaches.pdf
- Minutes_10-19-2010.pdf
- Minutes_11-16-2010.pdf
- Report To Board For Month of Nov. - Austin.pdf

Meeting Minutes:

1. Committee business

1.1. Call to Order

Eric Stimmel

Status: Completed

1.2. Board Covenant

Ed Brock

Status: Completed

1.3. Adopt Consent Agenda & Approve Last Meeting's Minutes

Eric Stimmel

This item covered minutes from both the October and November meetings since the October minutes had not been officially approved at the previous meeting.

moved Margaret

seconded Chris

approved all

Documents:

- Minutes_11-16-2010.pdf

Status: Completed

Eric Stimmel

1.4. Adopt Agenda

Resolution #:

Moved by: Chris Jimmerson

Seconded by: Kae McLaughlin

Status: Carried

Vote: all

1.5. Process Survey

Eric Stimmel

Eric totally spaced this but promises he'll bring it next time.

Status: Completed

1.6. Visitors Forum

Eric Hepburn

John Koehane presented the attached report from the Denominational Affairs Committee and wanted to know about any conflicts with the date of Jan. 30th at 12:30 to have a congregational response to the UUA Social Action Resolutions.

Beverly Donoghue gave the board an update on Austin LEAD. A participatory weekend residential workshop February 4-6th for high school youth on diversity and democracy. Interfaith Alliance, 1st UU, and Texas Impact are sponsoring the project. The Veatch Program of the UU Congregation at Shelter Rock, Austin Area Interreligious Ministries, and Live Oak Endowment are early supporters of the project. (see attachment)

Documents:

- !Brochure - 11 18 10.pdf
- Austin LEADD - Where We Stand - 1st UU Board - 12 21 10.doc
- Meet with Others from Our Church to discuss and vote on a congregational response to UUA Social Action Resolutions.doc

Status: Completed

2. Old business

No Old business

3. New business

3.1. Wording of the Board Covenant

Michael West

Mike propose several changes to the wording of the board covenant. The attached document was approved.

Resolution #:

Moved by: Kae McLaughlin

Seconded by: Chris Jimmerson

Status: Carried

Vote: All

Documents:

- Board Covenant 11.doc
-

3.2. Communication with congregation regarding board meeting minutes and agenda

Klondike Steadman

The secretary will begin the practice of posting the agenda online and at the church the week before the meeting. In addition, he commits to be better about getting the printed version of the minutes up at church in a timely manner.

Status: Completed

3.3. Planned Giving

Kae McLaughlin

Kae gave a report on the progress toward a planned giving campaign. Roseanne Reeser added more information about how donors could restrict the moneys they are willing to a particular fund.

Margaret added that there are other ways that someone can make a planned gift. Roseanne acknowledged this but suggested that we should start with wills because that is the most well-known way to make a planned gift.

Status: Completed

3.4. Governance Task Force

Chris Jimmerson

The Governance Task Force lead an exercise on Policy Based Governance where they broke into 2 groups and considered the following questions: "What are the traits, qualities and skills of a person who would function well on PBG Board?" and "What should a prospective board member expected to do?" (see attached document for answers).

Documents:

- Brainstorm.doc

Status: Completed

3.5. Reports from the Policy Writing Teams

The process of completing the Board Policies will include each group presenting their written work on their assigned Policy area by email to be reviewed by the board before the meeting so that anyone on the board can give feedback before the meeting. Once the work is presented the board will discuss and "accept" or not accept the work. As each area is accepted it will be added to an overall document which will then be reviewed for internal consistency of wording. This final document will then only be brought up for a vote of approval when we are ready to officially move to Policy Based Governance.

Susan, Chris and Klondike orally presented their work on the Bylaws Revisions. The group has made some decisions for recommendations on how to structure the officer positions and will continue their work as soon as some of the other major policy work is completed.

Margaret and Brendan presented the attached complaints document Chris motioned to accept, Susan seconded, all approved accepting their work.

Documents:

- For Approval - Complaints - 12-13-10.pdf

Status: Completed

3.6. Endorse "Serious Covenant Breach" Policy submitted by minister

Ed Brock

Ed presented the attached document for approval to the board.

Mike moved to endorse the document

Kae seconded

All approved.

Documents:

- FUUCA Policy for Serious Covenant Breaches.pdf

Status: Completed

3.7. Speaking with one voice at Congregational Meeting

Eric Stimmel

There was a discussion about how we respond when there are discussions that are on topics that the board has not considered.

Status: Completed

3.8. Membership Update

Ed Brock

Ed noted that recent analysis of the membership has led to the conclusion that voting membership is below 500 (probably somewhere in the neighborhood for 425-450). This is to be expected given the fact that we are in the second year of intern ministry and very significant trauma of the dismissal of the last minister. It is typical that when there is a settled minister in place for membership to steadily rise.

It was suggested that for the purposes of staff compensation at mid-point for a "large church" it would be impossible to run the church based on the membership number at any individual moment in time as we might be forced to change compensation packages that had been contractually agreed upon.

Status: Completed

3.9. Recapping Pre-congregational meetings

Eric Stimmel

There was a brief discussion of what took place at the pre-congregational meetings.

Status: Completed

3.10. Break

Eric Stimmel

Status: Completed

3.11. Budget Discussion

Ed Brock

Ed and Sean presented that they have been working on the 2011 budget in detail almost daily. The differences include:

- 1) reducing expected pledges by 4% based on detailed analysis of past results.
- 2) The budget for the DRE position has been reduced. Lena has brought up that it is important that the church has a credentialed DRE and that the position in her opinion is a 3/4 time position, not a full-time position. It was also noted that the months of June and July could be without a DRE for this year since church attendance is typically down. These months could be covered through volunteers who would be set up by Lena in her work before she leaves in May.

The net change to the operating fund under this new budget would be \$150 - in other words, a balanced budget.

Resolution #:

Moved by: Kae McLaughlin

Seconded by: Brendan Sterne

Status: Carried

Vote: All

Documents:

- 2011 Budget Cover for BoT Mtg 21-XII-10-1.doc.pdf
 - FUUCA 2011 Budget Proposal Dec BoT 21-XII-10.pdf
-

4. Committee business

4.1. Process Survey

Eric Stimmel

Status: Completed

4.2. Board-Executive Team Covenant Reading

Klondike Steadman

Status: Completed

Total time scheduled: 138 min

D. President's Role

The President ensures the integrity of the Board's process and represents the Board to congregants and occasionally to outside parties. Accordingly,

- It is the responsibility of the President to ensure the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - Meeting discussion content will be only those issues which, according to Board policy, clearly belong to the Board to decide, not the Executive.
 - Deliberations will be fair, open, and thorough but also timely, orderly, and kept to the point.

- The authority of the President consists in making decisions that fall within the policies in Board Governance and Board-Executive Linkage, except where the Board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
 - The President shall preside at all business meetings of the congregation.
 - The President is empowered to chair Board meetings, with all the commonly accepted authority of that position.
 - The President, as an individual, has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the President, as an individual, has no authority to supervise or direct the Executive.
 - The President may represent the Board to outside parties in announcing Board-stated positions and in stating the President's own decisions and interpretations within his or her authority.

The President may delegate this authority to another Board member, but remains accountable for its use.

<<stop here>>

F. Board Committee Principles

The Board may establish committees to help carry out its responsibilities. Committees will be used sparingly to preserve the Board functioning as a whole, and will not interfere with delegation from Board to the Senior Minister nor speak on behalf of the board without prior Board authorization.

<<Stop Here>>

C. **Agenda Planning**

*To accomplish its job products with a governance style consistent with board policies, the board will follow an annual and long term agenda that (a) completes a re-exploration of Ends policies, (b) continually improves board performance through board education and enriched input and deliberation, and (c) engages in a cycle of renewal at least every seven years. [TBD where long-term?]
[TBD Level 3s]*

D. **~~Officers Roles~~ President's Role**

The President ensures the integrity of the Board's process and represents the Board to congregants and occasionally to outside parties. Accordingly,

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 - The President may represent the Board to outside parties in announcing Board-stated positions and in stating the President's own decisions and interpretations within his or her authority.
 - The President may delegate this authority to another Board member, but remains accountable for its use. The President of the congregation serves as the chair of the Board, assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.

~~*{TBD Level 3s – defining officers roles (esp. treasurer), fiduciary resp, not interfering with exec, ‘one set of financials or two?’, don’t want financials from treasurer and executive, courage or fear, legal requirements?, does treasurer help to translate / educate / ??, VP: succession?, Secretary: division of labor between secretary and staff, past president role}*~~

~~<<stop here>>~~

F. Board Committee ~~(Task Force?)~~ Principles

~~The Board may establish committees to help carry out its responsibilities. Committees will be used sparingly to preserve the Board functioning as a whole, and will not interfere with delegation from Board to the Senior Minister nor speak on behalf of the board without prior Board authorization.~~

~~<<Stop Here>>~~

~~Board committees, when used, will be assigned so as to reinforce the wholeness of the board’s job and so as never to interfere with delegation from board to CEO.
+specific and time limited?~~

~~*TBD Language: Working Groups? Task Forces? Committees? Ministries?*~~

~~*TBD Level 3s, perhaps incl but not limited to:*~~

-Can't speak for the board

-Defines the meaning

-Specific and time limited

-Sparingly

-Don't supervise staff

-Examples

oGovernance task force

oStanding committees

oAudit committee ← standing?

oBylaws

oLinkage

oNom-Committee?

-Etc

Settled Minister Search Committee Report to the Congregation January 16, 2011

The Board of Trustees convened our nine-member committee in April 2010, and board liaison Michael West introduced us to the congregation at the spring meeting on May 16. At that time the board charged us “to find and propose for candidacy a senior minister—an individual who is compatible with the congregation and who can help us realize our vision and aspirations.” As we carry out this task, we are committed to updating you, the congregation, on our progress and responding to questions and concerns along the way.

Our Work So Far

The UUA has a thorough process for congregations seeking new ministers, which takes about a year and requires hundreds of hours of dedicated effort. We are following that process and taking advantage of the many resources the UUA offers. Key activities are summarized below:

Self-Study. June–September. We used these months to become acquainted with each other and with the UUA Transitions Office staff and resources. We held a retreat with Rev. Kathleen Ellis, ministerial settlement representative for the Southwestern UU Conference (and minister at Live Oak UU). We created and distributed a survey to the congregation with detailed questions about church life and the qualities you want in our next minister. We interviewed FUUCA staff, conducted four focus-group sessions, and met with the RE classes. We also created a web site to keep you up to date on our activities. See <http://www.austinuu.org/wp/minister-search/>

Framing the Search. September–early November. We analyzed and shared the survey results with the congregation, reviewed the proposed compensation package for the new minister with the Board of Trustees, and prepared the Congregational Record. The CR is our application for minister and provides detailed information about FUUCA to ministerial candidates. We also prepared a big packet of information about our church to share with serious candidates. You are welcome to review the packet. We have copies available in the Gallery between services on Sundays.

Open for Business

On November 18, the UUA notified us that our preliminary work was complete and we were cleared to begin reviewing ministers’ applications. Ministers who are interested in our church post their Ministerial Records on the UUA’s Transitions web site, the same place where we post our Congregational Record. This is a secure web site where we review their applications and they review ours.

As of January 1, 2011, we have carefully reviewed applications from 30 ministers who are interested in our church. Their names are confidential, but we can tell you that they come from many different parts of the country and have diverse backgrounds and

experiences. We have whittled down this group to our strongest candidates, with whom we have exchanged packets, and are currently immersed in learning all we can about them. Soon we will select up to three as pre-candidates. We will invite them to meet with us in Austin for extensive interviews, and we will have the opportunity to see them preach in a neutral pulpit. From that small group we will select one candidate to present to the congregation. You will have an opportunity to meet the candidate during Candidating Week, scheduled for May 14–22. During this time, the candidate and his or her family will come to Austin, meet our community, and preach at two Sunday services. Voting members of the congregation will have the opportunity to vote to call the minister after the second Sunday service on May 22.

Up Next: Beyond Categorical Thinking Workshop on Jan. 23

The UUA strongly encourages all congregations in search to participate in a Beyond Categorical Thinking Workshop. The purpose of the workshop is for the search committee and the congregation to learn more about how we can be more inclusive in our consideration of ministerial candidates. The workshop helps to surface subtle and often unintentional, unconscious biases we may hold that can affect the decision we make to call a minister. Keith Kron, UUA director of transitions, will lead the workshop for the entire congregation on **January 23, 2011, from 1:30 to 4:30 p.m. in Howson Hall**. The church will provide lunch after the second service and child care during the program.

Please email your search committee at search@austinuu.org if we can answer questions or provide more information.

Co-Chairs Michael Kersey and Sharon Moore, Gary Bennett, John Franks, Maria Nehring, Jill Smith, Lynda West, Dale Whiteaker-Lewis, Jill Wiggins

First Unitarian Universalist Church of Austin, Congregational Meeting Minutes
Sunday, January 16, 2011 at 1:30 PM
First Unitarian Universalist Church of Austin, 4700 Grover LN, Austin, TX, 78756

Welcome and Call to Order

The President, Eric Stimmel, welcomed the congregation with a count of 107 members present and called the meeting to order at 1:35 by lighting the chalice and reading the covenant in unison. The congregation took a moment to review the agenda and the rules of order as presented to them. The agenda, rules of order and the minutes from the previous (May 16, 2010) congregational meeting were unanimously approved.

Discussion and Action Items

Proposed 2011 Budget

Eric introduced the Minister, Reverend Ed Brock, who spoke of the excellent work Executive Director, Sean Hale, had done on the budget. Sean presented the churches accounts in a manner that made each account approximately analogous to household accounts such as checking, savings, college funds, retirement etc.

The Minister presented the budget as reflecting the churches top 3 priorities:

- 1) offering a compensation package for the Settled Minister Search Committee that would attract the most qualified applicants. Namely, a compensation package that is at the UUA recommended midpoint for large churches.
- 2) Fair staff compensation to avoid any potential conflicts that could arise from uneven compensation among the staff.
- 3) Hiring a credentialed Director of Religious Education at $\frac{3}{4}$ time, as recommended by interim DRE Lena Brean.

Ed noted that the proposed budget includes, for the first time, a 4% reduction in estimated revenue from pledges to compensate for unpaid pledges based on historical data of past collection. He also noted, to great applause, that this is a balanced budget.

Questions of clarification included:

- 1) Did $\frac{3}{4}$ time DRE represent an increase or decrease? (Increase)
- 2) Have staff pensions been reinstated? (yes)
- 3) Are we paying our Fare Share of UUA dues? (no)
- 4) How can we achieve this? (build a closer relationship with the UUA)
- 5) What is the official voting membership of the church (approximately 420).
- 6) Why are we considering ourselves a "Large Church" (defined as 500 + members) if we only have 420 voting members. (Membership is being calculated based on a 10 year average to take into account the normal dip in membership that all congregations experience during a period of interim ministry).

Motion: Sharon Moore

Second: Dwayne Windham

Discussion: Corinna Whiteaker-Lewis asked what process there was for committee chair participation in the budgetary process. Specifically, why had committee budgets been frozen at the previous year's levels when Social Action (for instance) had requested increases. The Minister responded having a process for committee chairs to review the budget before it is presented would be an excellent idea, but would require a process that began in April of the preceding year. It was noted that this is extremely difficult to do during a period of interim ministry when the minister only arrives at the church in

September.

Vote: All Affirmative, one abstention.

Proposal for Funding Volunteer Coordinator/Membership position

The President read the proposal (Appendix)

Trustee Eric Hepburn who spoke about developing an atmosphere of trust at the church. Trust in our present and future leaders, trust that will allow us to discuss issues in a civil manner, even though we may agree. Trustee Chris Jimmerson spoke about how this position, one that exists in nearly every church of our size, is a necessary step toward achieving our Mission and Ends. Susan Thomson spoke of how the position specifically addresses the End of Radical Hospitality.

Motion: Chris Jimmerson

Second: Anne Edwards

Discussion: Two microphones were set up for pro and con views. Approximately 4 people spoke at the con microphone and 20 people spoke at the pro microphone. The positions are summarized below:

Pro: This is a necessary position that will allow us better help newcomers find a place in the church, current members more effectively plug into the work of the church, build a culture of giving of time and treasure, and more effectively complete our mission. Furthermore, we will be using our own savings to get the position started and we fully expect to be able fund the position through the work of the new VC, perhaps sooner than the timetable spelled out in the proposal.

Con: This is a necessary position but we cannot afford it at this time. If we wish to fund such a position, we should provide for it in the budget.

An amendment was proposed by Richard Halpin as follows:

“All effort over the next three years shall be made by the leadership of the church to replace the 70,000 borrowed from the Memorial Savings Fund”

Chris accepted the amendment.

Vote: 86 in favor, 4 opposed. The motion as amended passed.

Proposed amendments to the Financial Assets Management Policy (FAMP)

Stefan Windsor proposed to amend the FAMP assignment of income, Murr Fund (see appendix).

Motion: Stefan

Second: Chris

Discussion: None

Vote: All affirmative

Stefan withdrew his second amendment to the FAMP (Operations Fund Reserve)

Stefan requested to add another amendment to the FAMP to the agenda. There was some discussion regarding the legality of this motion both with regard to the meeting rules and the Bylaws.

Nevertheless the amendment was allowed to be presented as follows:

Eliminate the guesswork in estimating pledge income

FAMP, page 4: Restrictions on Operations Fund Budget

Proposed new, additional Language:

When writing a budget for the next fiscal year, Pledge Income shall be the sum total of all pledges actually received as of the date of the Board's November meeting, rounded up to the nearest \$1,000.

Motion: Stefan

Second: Michael West

Discussion: The chair of the canvas committee, Bill Edwards, raised the issue that this might be impractical for the canvas. Kae McLaughlin stated that we are currently writing policies in the form of Executive Limitations that would require a “best practices” approach to budget procedures and would likely supercede this motion.

Vote: An official count was not made, but the motion was defeated by an overwhelming majority.

Joys and Concerns:

Margaret Borden expressed joy in the immense progress we had made over the past year and made an impassions plea for civil discourse.

Meeting adjourned at 3:45