

**Unitarian Universalist Church of Berkeley Board of Trustees Meeting  
Wednesday, August 2, 2022**

**Meeting Conducted via Zoom Video Conference**

**Minutes – Approved**

**ATTENDEES**

Voting members: Michael Armstrong, Bill Brown, Randall Hudson, Elaine Miller, Beth Pollard, Cordell Sloan

Absent: Pier Ho, David Roberts, Helen Tinsley-Jones

Ex officio members: Rev. Michelle Collins, Tess O’Riva (Executive Director), Selene Fabiano (Secretary), Lenore Ralston (Treasurer)

Visitors: Michael DeWitt, Jean Gleason, Lynn Hammond, Larry Nagel, Marta Tobey, Grace Ulp

A quorum being present, the meeting was called to order by Beth Pollard, president, at 7:07\_p.m. Beth did the chalice lighting and reading, Michael read the Board covenant and the Land Acknowledgement, and Elaine read the Widening the Circle Vision Statement.

**CONSENT AGENDA**

**A motion for the following (M \_Michael\_/S\_Elaine\_) passed unanimously:**

- Approve agenda
- Approve Board Meeting minutes of July 6, 2022 meeting
- Accept monthly Treasurer’s report
- Accept monthly Executive Director report

**INFORMATION ITEM**

**Minister’s Report:**

Rev Michelle provided an update on the process related to decision-making regarding Freestone:

- 2 brainstorming/problem-solving sessions will be held on 9/17 and 10/1. She wants as many people, with as many perspectives, to come.
- 2 town hall meetings on 10/16 (after Sunday service) and 10/17 (zoom-based, in the evening).

- Small group discussions are being planned to provide church members opportunities to talk about their feelings and their experiences of Freestone and events at Freestone. Rev. Michelle emphasized that the discussions would not be about facts or opinions related to Freestone. Dates to be decided. Some small-group discussions will be remote and some will be in-person, as well as at different times of day to maximize the # of people who can come.
- Rev. Michelle encourages all church members and Board members to be part of the process.
- Rev. Michelle will be writing up a report in the next few weeks to outline where things are at and what has been done vis a vis Freestone.
- Freestone Committee will be working together during the next month.
- Freestone visits on 8/6 and 8/20.

### **Executive Directors's Updates**

**Kensington Fire Department (KFD) Rental.** Construction will start soon. UUCB will place sandwich signs to let everyone know there will be no church/neighborhood parking in the lower parking lot for approximately the next 2 years. Trackers will also no longer be able to park their vans at UUCB. UUCB plans to host a pancake breakfast with KFD; Neighbors will be given free tickets as part of larger effort to build community relations.

**Audit update** – The auditors have now received everything they requested. Responding to request from the auditors has required an enormous effort as the auditors requested documentation for purchases/activity that occurred prior to the last audit (done in FY2015). Tess anticipates the auditors will provide their report within the next 2 weeks. In order to be able to move one, Tess is hoping the Audit Committee will be able to read and digest the Auditors' report quickly.

The Board gave a big thanks to Tess for all her work on the audit and on getting UUCB's documentation organized.

**Temporary replacement for Caitlin.** UUCB church member Gillian Smith is filling in while Caitlin's on maternity leave.

**Free Asana project management software.** UUCB has a paid subscription to Asana software (project management). It's great for home projects; anyone can sign up for a free account. Tess will send board members a link.

## LISTENING

**Report from Board listening presence:** No comments were received.

**Congregants who wish to speak to the Board:** Jean Gleason spoke about a current challenge of determining the wishes of Nancy (Kelly) Kelly vis a vis the money she left to UUCB's Social Justice committee. Jean emphasized the importance of providing clear instructions and not tying the church's hands when leaving an endowment to the church. Beth shared that there will be an agenda item at an upcoming board meeting to discuss with the Endowment Committee about how to frame and focus outreach about designating or not designating use of bequests.

## DISCUSSION/ACTION ITEMS:

As part of its self-evaluation, Board members proposed several revisions to the Board Governance Manual provisions pertaining to the Board of Trustees, and related discussion/action.

Thanks to Jean Gleason who along with other past board presidents got the Board started on this self-evaluation process. The Board also welcomes input from the congregation.

Suggested changes to the Governance Manual are below. The "improvement suggestion" indicates the underlying purpose of the change. Writing in blue italics denotes language to be added to the Governance Manual.

### Section 1.10 - Board Committees

Improvement suggestion: Ensure connection with Board Committees

**Add blue italics to second paragraph:** Board Committees, Task Forces, and Teams will communicate with the Board regularly, *including at least an annual report to the Board on work completed, underway and contemplated, and any recommendations for new or amended Board policy or other actions.*

Endowment Liaison: The Treasurer will continue to serve in this role. Re-visit next year to assure the Treasurer is not overloaded.

Discussion:

Lenore shared her opinion regarding the importance of having members of the Endowment Committee talk to the board about what they are doing. She believes the Board should reach out to the Endowment Committee to make this request.

### Section 1.2 Policy Development & Adoption

Improvement suggestion: Strengthen the Board's understanding of what's going on with the programs of the church

**Section 4.2– Program Council - Add a blue italics language as a bullet point under Program Council Charge:**

*Informing the Board of Trustees about program activities through transmittal of Program Council meeting minutes or other summaries.*

Discussion Points:

- Board doesn't have oversight of the Program Council but wants to keep informed.
- We need to establish a process for what information the Board liaison to the program council should share with the Board and in what format. One idea was that the liaison would provide a verbal summary.

Jean Gleason stated that she would like to read the proposed language and think it over before commenting on it.

### **Section 1.4 Contributions & Responsibilities**

Improvement suggestion: Define "Ends" and "environmental analysis."

**Add blue wording as footnotes:**

*Ends relate not to what we will be doing, but to the difference we intend to make in people's lives. Ends get right to the heart of why a congregation exists. The Board of Trustees first adopted Ends, which it reviewed and revised periodically, when UUCB transitioned to "policy-based governance," and began using some of the Policy Governance® methodology created by John Carver. The Board approved the current Ends in 2018, after a process with the congregation facilitated by the Revs. Schmidt.*

*Environmental Analysis is the process which examines all the components, internal or external, that has an influence on the performance of the organization. The internal components indicate the strengths and weakness of the entity whereas the external components represent the opportunities and threats outside the organization.*

Move "Engaging in discernment about the future" to the next bullet point on Strategic Planning.

### **Section 1.6 Code of Conduct**

Improvement suggestion: Explain "Trustees must first be loyal to the interests of the congregation." Goal is to unpack what this means Utilizing concepts from Dan Hotchkiss' book Governance and Ministry: *"Trustees are expected to be loyal to the interests of the mission of the congregation, above personal preferences, friendships or other allegiances."*

Improvement suggestions to "Norms:"

- Read reports, minutes, agenda, and information to prepare for the meeting *and be fully informed;*
- Respect each other's time. *This means a conscious attempt to self-monitor how much "space" you need to occupy when raising your concerns.*

## **Section 1.6 Board Covenant**

Improvement suggestions to Board subcommittee working on Covenant revisions:

Shorten/tighten, confidentiality, consider blue italics concepts:

- To stay committed to ~~connection~~ the *practice of right relations*, ~~even when~~ *especially* when we disagree;
- To recognize the trust, and the many responsibilities that *this "sacred commitment" signifies*;
- To listen attentively to one another and to members of the Congregation, and ~~to seek out opportunities to do so~~ and *to make yourselves available to have those conversations*

## **Discussion on proposed changes:**

- Beth encouraged the board to take action on these proposed changes and reminded board members that the board can make changes at any time.
- Pier & Michael have formed a subcommittee that will look at the Board Covenant and tighten it up.

## **Action**

Bill made a motion to approve these amendments as contained in the board packet and reviewed during this meeting, knowing that we can change them again, if needed. Randall seconded. The motion passed unanimously. Selene & Beth will work together to make these changes in the manual.

## **BOARD COMMITTEE MEMBER/LIAISON REPORTS**

**Youth Committee.** Board liaison Michael met with Director of Family Ministry Heaven Walker to plan fall & year-end activities. Due to concerns re COVID, plans for the August sleep-over were changed and a family evening on 8/12 will be held instead.

**Chalice Circles.** Lenore has stepped back into doing enrollment for Chalice Circles. Will start doing outreach in late August/September and will start CC's in October. Chalice Circle leadership may be asking some Board members to be facilitators.

**Program Council.** Jean Gleason and Board Liaison Cordell will plan re what should be reported back to the Board each month.

**WTCC.** Board Liaison Helen & Lonnie Mosely put together a report on the sharing sessions that have happened. Some more sharing sessions will be held. WTCC will enhance the atrium with images.

Confirmation of 2022 Board Member Roles (see below)

<b>Per Bylaws</b>	<b>Position</b>	<b>2022</b>
Nominating Committee	Board VP	Helen
Bylaws Task Force	No more than 2 Board members	Appoint by/in 2023, per Bylaws

<b>By Board Policy - (In Governance Manual)</b>	<b># of Board Members</b>	<b>2022 by Policy</b>	<b>2022</b>
Audit Committee	At least 1	At least 1 who is not the Treasurer	Randall
Awards	VP	Helen	Helen, by policy
Executive Advisory Team (Bd. President)	President	Beth	Beth, by policy
Endowment (Treasurer ex-officio)	Treasurer	Lenore	Lenore ex-officio as Treasurer
Finance Committee	2	Policy: 2	Dave & Pier*
Widening the Circle	Up to 2	1 - 2	Helen & Elaine

\*awaiting confirmation from Pier re this assignment

<b>Liaisons</b>	<b>2022</b>
Chalice Circles	Beth
Family Ministry	Michael & Pier
Freestone	Bill

Fundraising	Cordell
Music	Elaine
Negotiating Team for Minister contract	Board Member + congregant
Program Council	Cordell
Social Justice Council	Helen
Stewardship	Dave, Selene
Technology assistance	Pier, Cordell

<b>Other</b>	<b>Who</b>	<b>Formed/Disbanded</b>
Ministerial Search Committee Liaisons	Cordell, Helen	Formed 6/1/22
Board evaluation/strategic planning (BESP) subcommittee	Bill, Helen, Michael	Formed 3/2/22
Ministerial Search subcommittee (MSC)	David, Helen, Pier	Formed 3/2/22 Disbanded 5/5/22

<b>Board Member</b>	<b>Roles</b>
Beth	Pres, EAT, BESP, Chalice Circles
Bill	Freestone, BESP
Cordell	Program Council, Fundraising, Tech, Ministerial Search (MSC)
David	Finance, Stewardship
Elaine	Music, Widening the Circle (WTC)
Helen	VP, Awards, Nominating, Social Justice, WTC, MSC, BESP
Lenore	Treasurer, Finance, + Endowment
Michael	BESP, Family Ministry
Pier	Finance, Family Ministry
Randall	Audit
Selene	Secretary, Stewardship

## **UPCOMING EVENTS AND BOARD RESPONSIBILITIES**

August Listening Presence: Helen

September Listening Presence: Beth

September Beacon (due August 15): Bill

Next Board Meeting: 9/7/2022

Respectfully submitted,

Selene Fabiano, Secretary