

Unitarian Universalist Church of Berkeley
Board of Trustees Meeting Agenda
Wednesday, September 7, 2022

Via Zoom: <https://zoom.us/j/91070175965?pwd=d2FUcWZCQjYzVEF2MFZabWJQQRrUT09>

6:00 PM EXECUTIVE SESSION

7:00 1. CALL TO ORDER & OPENING RITUALS

- a. Chalice reading & lighting - Michael
- b. Board Covenant reading - Selene
- c. Land Acknowledgement Statement – Elaine
- d. Widening the Circle Statement - Bill

7:10 2. CONSENT AGENDA – Items may be approved in one motion unless a Board member requests an item be removed for question or placement under discussion/action

- a. Approve agenda
- b. Approve Board Meeting minutes of August 3, 2022
- c. Authorize Lorraine Schnurr and Sandy Portillo-Robins as signatories on Ministerial Search Committee bank account at Mechanics Bank
- d. Authorize Lenore Ralston, Linda Laskowski, and Tess Snook O’Riva as signatories on all direct investment accounts, including TD/Ameritrade and E-Trade.
- e. After considering the provisions of IRS Code Section 107 that provides for a minister's housing expenses to be free from Federal income tax and the Minister’s estimate of housing expenses for the next year, approve the amount requested.

7:20 3. EXECUTIVE DIRECTOR’S MONTHLY REPORT

- a. Updated list of deferred maintenance projects and cost estimates

7:30 4. MINISTER’S REPORT

7:40 5. ANNOUNCEMENTS/LISTENING

- a. Board or staff announcements, Board Listening Presence
- b. Congregants who wish to speak to the Board on agenda items or other matters

7:50 6. DISCUSSION/ACTION ITEMS

- a. Freestone property: Update on process and information for congregational discussion and deliberation on the future of the Freestone retreat property in Sonoma County.

8:55 BREAK

9:00 7. BOARD COMMITTEE MEMBER/LIAISON REPORTS

- a. Monthly report from the Ministerial Search Committee
- b. Finance Committee recommendation for Governance Manual update re: authorized account signatories
- c. Others

9:20 8. CLOSING COMMENTS AND ADJOURNMENT

September Listening Presence: **Beth**

October Beacon (due September 15): _____

October Listening Presence: **Bill**

Aspirational Covenant of the UUCB Board of Trustees

Approved September 2019, updated May 2020

We as the UUCB Board of Trustees agree:

- To stay committed to connection even when we disagree;
- To recognize the fullness of our power, and the many responsibilities that power entails;
- To listen actively to each other and the congregation, and to seek out opportunities to do so;
- To be caring, respectful, present and open-minded;
- To work together to make the changes the congregation needs, as we keep the best interests of the congregation above our own and to live into our mission;
- To support and trust each other in our work;
- To remember the goal of our work is to build a thriving, loving congregation;
- To be unafraid in the face of hard decisions, to be unafraid of making mistakes, knowing that we will learn from them if we do, and to be unafraid of challenging sacred cows; and
- To come to decisions we all feel we can support while recognizing diverse views.

Land Acknowledgement Statement

As we begin, we want to acknowledge that this church occupies land in Huchiun, the unceded territory of the Chochenyo-speaking Ohlone people. We understand that we continue to benefit from the seizure and occupation of this land. We acknowledge and embrace our responsibility to take restorative action. We affirm that this is deeply felt and commit our congregation to be in right relationship with Indigenous communities, aligning in solidarity, supporting Indigenous projects, and caring properly for the land.

Widening the Circle Vision Statement

We, the trustees of UUCB, commit ourselves to championing racial justice embodying anti-racist practices, and confronting and dismantling white supremacy culture and all forms of oppression (including but not limited to racism, sexism, ableism, homophobia, transphobia, classism, ageism, xenophobia and religious oppression (including anti-Semitism and Islamophobia) in everything we do.

Mission Statement of the Unitarian Universalist Church of Berkeley

The mission of the Unitarian Universalist Church of Berkeley is to create loving community, inspire spiritual growth, and encourage lives of integrity, joy and service.

Vision Statement of the Unitarian Universalist Church of Berkeley

The Unitarian Universalist Church of Berkeley is a welcoming and vibrant congregation. We joyously support spiritual development guided by individual faith, reason, and conscience. We are committed to serving one another, the church community, the community at large, and the global community. We foster a spirit of generosity and trust that encourages care for our church home and affirms diversity and relationships consistent with Unitarian Universalist principles.

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

Meeting Conducted via Zoom Video Conference

Minutes – Draft

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)

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

By Board Policy - (In Governance Manual)	# of Board Members	2022 by Policy	2022
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

Liaisons	2022
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

Other	Who	Formed/Disbanded
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

Board Member	Roles
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

End (Limitation)	Topic	Action/Discussion/Information
<p>Community (People are loved, valued, & connected)</p>	<p>Admin & Operations</p>	<ul style="list-style-type: none"> • August Vincent was born Saturday, August 20th in the wee hours of the morning. Baby Vincent weighed in at 9 lbs 2.4 oz and was 22 inches at birth. Mother and baby are doing fine and just trying to get some sleep. • Although the offer letter was accepted, our new Facilities Assistant backed out on the day he was supposed to start work. We have another interview Sept 8th. We are also pursuing being an on-the-job training site for administrators when Caitlyn returns. • The Opening Task Force (OTF) continues to emphasize the importance of up-to-date boosters and masking up indoors. Exposures during Sunday services occurred during recent waves, as did massive volunteer and staffing shortages. • Tina Wallis, Sonoma County Land Use attorney, has estimated that the review of the documentation submitted by the Freestone Committee would take 5-10 hours. There is currently no source of funding identified for this pursuit.
<p>Faith in Action (Social & Environmental Justice)</p> <p>Sustainability (Preserving and enhancing UUCB's fiscal and physical assets)</p>	<p>Events & Calendar</p>	<ul style="list-style-type: none"> • Kensington Symphony Orchestra has requested to deepen their partnership with UUCB by being designated as our "Orchestra in Residence." This will entail more shared marketing efforts, including their offer to let us have some space at their booth at the upcoming Solano Stroll. • Attendance at the last work party was pretty impressive, especially considering the recent Covid wave. People were thanked on the discuss list and much fun was had by all. • Fall festival and potluck on the 18th, Book & Bake Sale on Music Sunday, the 25th.
<p>Community (People are loved, valued, & connected)</p>	<p>Safety & Security</p>	<ul style="list-style-type: none"> • Safety is a weekly standing agenda item at our UUCB Staff meetings. No new items have been raised. • Keypad entry into the RE buildings has been determined to be cost-prohibitive because of the crash bars being incompatible with most options. • We continue to have a problem with people not locking ALL doors when they leave. Every Trusted User in the building is expected to check doors for security and/or coordinate with staff or other Trusted Users before leaving. Please take security seriously!

Conceptual Framework for 9/7

Purpose: Update on process to date and upcoming, what information is available, and where there might be gaps or even differing perspectives on that information as we approach the brainstorming and deliberations phase later in September. All with an eye towards knowledgeable, healthy and transparent engagement on the part of the congregation – including the Board of Trustees and the Freestone Committee - as outlined in our mutually adopted goals for this process.

General Framework:

- UUCB Covenant – Reading and context
- Rev. Michelle presentation
- Board Q&A of Rev. Michelle
- Freestone presentation – Information-sharing
- Board Q&A
- Identify what is needed to inform and support next steps leading to brainstorming and discussing possibilities
- (Chat open throughout meeting for flow of questions & comments from congregants attending the meeting)
- Closing appreciations

Roles/functions:

All: Live into and uphold our UUCB Covenant of Right Relations as we engage in this deliberative process on a topic that has been a source of controversy and disagreement in the past for the church community.

Rev. Michelle:

- As Freestone process director, explain process between now and congregation vote Oct. 23
- Provide guidance, parameters and support to Board, Freestone Committee and congregation for healthy congregational practices in that process

Board:

- As in all matters: fulfill Bylaws duties and responsibilities, with added guidance from the Board Governance Manual
- Recognize depth of feelings – including those from past governance actions - and their ripple effect on relationships in deliberating about the future of Freestone
- Hold safe space in Board meetings for a diversity of feelings and perspectives
- Exercise openness and courage in respectfully either asking difficult questions or making uncomfortable statements
- Search for truth in data and information gathering on which to frame the issue, while recognizing perfection and certainty is not achievable
- Be sufficiently informed and involved to responsibly frame issue for congregational vote

Freestone Committee:

- Help others understand the history (acquisition, construction, and uses), and feelings of those who feel especially connected to the Freestone property
- Share with others information and analysis about the property in the present, and possibilities and limitations in the future
- Exercise openness and courage to consider and explore options that may emerge, whether or not they are similar or different than personal or committee perspectives

DRAFT

Ministerial Search Committee
September Report to the Board of Trustees

Notes from 8/26/22 MSC Mtg

Hi Helen and Cordell,

Here are the notes that I recorded during our discussions at the meeting today. Please let me know if you would like more detail or if you have any follow up questions or clarifications.

1. Aside: [UU Family Camp](#)
2. Feedback with the Board
 1. Gave Helen a brief recap of the roles that we chose
 1. These will be detailed on the search committee webpage
 2. Survey
 1. Helen and Greg clarified that the survey feedback is due by Wed Aug 31, before the board meeting
 2. Helen will forward out Greg's email to remind the board about getting us feedback.
 3. Skit summary
 1. September 11 is the date it will be held in service
 2. Purpose is to raise awareness about the search committees current and future efforts
 3. Rehearsal this Sunday after service
 4. Communications efforts
 1. Beacon article coming out with end of this week
 2. Announcements in the week aheads (highlighting forthcoming survey)
 3. Next Beacon will be more about focus groups coming up
 4. Website work
 1. Deborah did a review of the website to find things to update generally
 2. Jim and other volunteers working with Charis, Heaven, etc
 5. Beyond Categorical Thinking

1. Eight week advanced notice requested, i.e. by September 10
 1. November 5th is the save the date
 2. Tentatively 9-12AM
2. [Keith Kron](#) will be leading as Rev. Michelle will be training
 1. Keith will also be preaching
3. Ariel to reach out to Heaven about child care
 1. Need to talk about live streaming/hybrid
6. Finance
 1. We need a letter from Selene as board secretary to send to the bank
 2. Sandy and Lorraine will be checks signatories
 3. Debit card will be made available
7. Questions/Comments
 1. Cordell is wondering if there will be an explanation of how the process works
 1. Ladie noted that the search committee website will be the primary location for the information
 2. Don telegraphed the next big activity: cottage meetings
 1. Lorraine suggested having the POCC as the first cottage group meeting
 2. Saturday September 24th is the next POCC meeting
 3. Bereavement scheduled for September 16th
 4. Climate Justice and Widening the Circle also want a focus group meeting
 5. Ladie suggested Board meeting focus group
 3. Cordell suggested that he could bring to the Program Council the raising up of the survey to ask various Programs to encourage their members
 1. Also would be a good focus group
 2. Greg added the Program Council list of programs to the UUCB search committee shared drive

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Greg

Proposed changes to *Care for Financial Resources* Section of the Board Governance Manual:

Issue: Reducing the frequency of new signature cards and maintaining continuity, redundancy, and accessibility. All signatories must be approved by the Board of Trustees.

Current Paragraph in Governance Manual Section 6.7: The Finance Committee is responsible for reviewing established controls, and recommending updates and changes, to ensure the integrity of church finances. This includes designation of authority and responsibility for the preparation and signing of checks, with appropriate separation of duties and oversight, and organizing an ongoing internal review of financial transactions.

Draft Proposed New Language:

With guidance from the Finance Committee, and to ensure the integrity of church finances, the ED and Treasurer are responsible for:

- Reviewing and revising internal controls
- Ensuring there are sufficient responsible and available signatories on all church financial accounts, which require approval by the Board of Trustees. Allowable signatories generally include the Executive Director, Minister, current and past Treasurers, Assistant Treasurers, and current members of the Board of Trustees
- Designating responsibility for preparing checks
- Organizing and overseeing ongoing internal review of financial transactions