

**Unitarian Universalist Church of Berkeley Board of Trustees Meeting
Wednesday, May 3, 2023**

Meeting Conducted via Zoom Video Conference

Minutes – Approved

ATTENDEES

Voting members: Michael Armstrong, Bill Brown, Kay Fairwell, Pier Ho, Beth Pollard, David Rosales, Cordell Sloan, Helen Tinsley-Jones

Absent: Randall Hudson

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

Visitors: Barbara and Patrick Cullinane, Michael DeWitt, Jean Gleason, Anne Greenwood, Susan Lankford, Lisa Maynard, Larry Nagel, Marta Tobey, Grace Ulp

A quorum being present, the meeting was called to order by Helen Tinsley-Jones , co-president, at 7:05 p.m. Kay did the chalice lighting and reading, Bill read the Board covenant, Michael read the land acknowledgement, and Carolyn read the Widening the Circle Vision Statement.

CONSENT AGENDA

A motion for the following (M _Beth_/S_Michael_) passed unanimously:

- Approve agenda
- Approve April Board Meeting minutes
- Accept monthly Treasurer’s report
- Accept monthly Executive Director’s report
- Designate delegates, and authorize Board Co-Presidents to fill any remaining delegate positions, to the UUA General Assembly June 2023: Evelie S ales Posch, Suzette Anderson-Duggan, Rev. Jane Ramsey
- Approve for 3 year term reappointment to the Endowment Committee, ending 12/31/2025: Anita Mermel
- Affirm May 2023 as Older Americans Month

INFORMATION ITEM

Minister's Report: Rev Michelle expressed her delight at the welcome and engagement with the ministerial candidate, Marcus Liefert. She also spoke about the following important denominational-level issues and events: 1. The upcoming UUA presidential election and 2. A revision of Article 2 of the UUA bylaws which will be discussed and voted on at GA this year.

Helen encouraged people to look at information about the Article 2 revisions on the website and go to GA, especially as a delegate.

ANNOUNCEMENTS/LISTENING

a. Announcements –

- Rev. Michelle's Memory Book – Kay announced that we are preparing a memory book for Reverend Michelle and will have a celebration for her on 6/18. Everyone is invited to contribute to the memory book.
- Special Congregational Meeting to Call our New Minister: 5/7/2023
- May Congregational Meeting: 5/21/2023
- Parsonage Escrow and Renovation Update – Tess reported that almost all the work is done and a property manager has been engaged. Tess will schedule a tour. The lease agreement is structured so the lease can be ended if the church needs the property. Big thanks to Jane Lundin for her help.

b. Congregants who wish to speak to the Board on agenda items or other matters:

Barbara Cullinane thanked the board for recognizing May as older Americans month and announced that the Doctors of Durability service will be held on May 21st. Board thanked Barbara for keeping the tradition of Doctors of Durability going.

DISCUSSION/ACTION ITEMS:

- a. Report and Vote on COVID Policy Recommendations from the Opening Task Force
The OTF's recommendations were reviewed and voted on.
 1. OTF's Recommended Board action on Vaccination in italics below.
The UUCB Board of Trustees hereby suspends the June 1, 2022 policy requiring COVID-19 vaccination for all those who attend in-person church events at our UUCB campus.
The Board will consider reinstating the vaccination requirement if such reinstatement is recommended by either the Executive Director or by a process set out in the updated UUCB Safety Policy (after such update is completed by the Safety Policy Task Force).

A motion (M Michael/ S Helen) to accept the OTF's recommendation on vaccination passed unanimously.

2. OTF Recommended Board action on Masking in italics below:

The UUCB Board of Trustees continues to require masking in the Sanctuary for congregants in attendance, but masking will be optional in all other church areas. The UUCB Board of Trustees affirms the right of anyone to wear a mask while engaged in any activity on the UUCB campus, regardless of safety protocols, without fear of complaint.

A motion to accept the OTF's recommended board action on masking (M Michael; S Helen) passed unanimously.

3. OTF Recommended Board action on changes to contagious disease protocol in italics below:

The UUCB Board of Trustees hereby authorizes the Executive Director to make changes in contagious disease protocols, including masking, at least until the Safety Policy Task Force has established a revised Safety Policy that addresses contagious disease.

Discussion:

Q: How long before the Safety Task Force is in place?

A: Tess will handle decisions regarding contagious disease protocol through the summer and wants a Safety Task Force to be in place by October. Also, the Executive Director has the ability to delegate tasks and can call on volunteers in the congregation if she needs help. Members of the OTF indicated that they will be available.

It was noted that the Board did not spend a lot of time discussing the OTF's recommendations at this meeting because they have spent a lot of time talking about them at previous meetings.

A motion to accept the OTF's recommended board action on masking (M Helen; S Beth) passed unanimously.

4. OTF's Additional recommendations regarding in-person service in italics below:

A. UUCB continues to require these affirmations of anyone who participates in activity at the church:

- 1. They are not ill and have no symptoms of contagious disease*
- 2. They have not tested positive for COVID-19 within the last 5 days*
- 3. They have not been in close contact with anyone who tested positive for COVID-19 within the last 5 days*

- 4. They acknowledge their responsibility to notify people they had close contact with, if they test positive for COVID-19, within 4 days after attendance*
- B. The UUCB Board of Trustees supports the decision of lay leaders and church administration that Sunday check-in should continue in order to provide the church with valuable data to inform efficient and effective church operations.*

Discussion:

Some board members emphasized that the Board isn't directing this action but is approving the OTF's recommendation in order to support the staff and volunteers.

A motion to accept the OTF's recommended board action on masking (M Beth/ S Kay) passed unanimously.

Big thanks to the OTF for all their work.

b. Future of Freestone

i. Freestone Oversight Committee Nominees

Board put out a call for nominees for the Freestone Oversight Committee. They received many nominations, and had many people decline to serve on this committee. The board is considering the following 6 people, the first three which were nominated by the Freestone Committee: Alan Davis, Dave Wemmer, Tom Tripp, Larry Nagel, Susan Lankford, and Beth Pollard.

Discussion:

There was a consensus that it's important to get the committee started with a core number of people. Additional members can be added later.

There was no language regarding length of term for members on this committee in the initial resolution. Some discussion about that is needed and it was not felt that a decision needed to be made tonight. Some individuals felt the term should be the same length as the timeframes for actions included in the resolution.

Michael made a motion to approve this current list of six members as the first Freestone Oversight Committee. Cordell seconded. Beth recused herself from the vote since she is one of the proposed committee members. The motion passed unanimously.

ii. Updates on Freestone activities:

Conservation Easement

Beth provided an update on an informational meeting with a USDA representative who works in a division that manages wetland conservation easements. The next steps will be one or more site visits with USDA representatives to see if the creek bed and land would qualify for a wetland conservation easement. The site visit will likely happen within the

next 2 months. This process does not have a quick turnaround. It will take about approximately a year to determine if the application is approved. If approved, it would take approximately another 20 months to receive the easement funding. Alan Davis is looking into other possible conservation easements as well.

Status of vacation rental permit and transit occupancy tax applications

Dave Wemmer was not present at this meeting but he has indicated that he will submit the application in time for the May 10th deadline.

iii. Freestone Contingency Fund: Discussion of Finance Committee Recommendations and Vote on Board Resolution 23-1

At the April Board of Trustees meeting, members of the Freestone Committee asked for a loan from UUCB to cover time-sensitive costs needed to move forward with actions approved by the congregation for Freestone. The Board consulted with the Finance Committee regarding this issue.

Treasurer Carolyn James shared the Finance Committee's recommendation and rationale in regards to this request. The Finance Committee considered two opposing demands related to the Freestone resolution: 1) Freestone will operate at little or no net cost to UUCB; and 2) Some fundraising efforts require an outlay of funds in order to be successful.

Finance Committee's Recommendations:

1. Authorize a Freestone Contingency fund with a maximum of \$5K for FY22-23 and \$7.5K for FY 23-24 to advance money from the general fund for mission-critical fees that would help with fundraising (e.g. application fees, professional fees).
2. This contingency fund is separate from the other Freestone operating costs (property tax and insurance) that are included in UUCB's budget.
3. The Board direct the Executive Director to track expenditures from the contingency fund.
4. The general fund would be reimbursed as soon as is practical.

The board translated the Finance Committee's recommendations into Resolution No. 23-1 (Printed in full at the end of these minutes.)

Discussion:

- There is built-in security because if even if the Freestone fundraising efforts were not successful, the money advanced from the Freestone Contingency Fund could be repaid to the general fund by a sale of Freestone.
- The money is coming from the general fund. The proposed amounts for the contingency fund is what the Finance Committee thinks UUCB can afford. If

there are additional expenses then special fundraising would need to be done to raise additional funds.

A Motion to approve resolution 23-1 on establishing a Freestone Contingency Fund (M Helen/S Cordell) passed unanimously.

c. 2023-24 Missions and Goals: Approve Board priorities and goals for the year

Helen introduced the proposed 2023-24 missions & goals for the Board of Trustees, noting that Family Ministry and Widening the Circle of Concern were consulted for their input. David and Cordell created the graphic design. Helen indicated that these goals are aspirational, not programmatic.

Discussion:

The interconnectedness of the goals was highlighted.

There was some discussion about the phrase “radically inclusive and welcoming” and how that is held when there are disagreements. The aspirational nature of the goals/priorities was highlighted. UUCB’s increased accessibility (i.e. as a result of hybrid meetings and services) was noted as an example of inclusivity. The idea that providing safety for members and being radically inclusive are the same. The goal is to widen who belongs in UUCB and we need to pay attention to and honor the protection of vulnerable people

A Motion for board to accept the proposed 2023-2024 mission and goals (M Michael/ S Kay) passed unanimously.

d. 2023-24 Budget: Approve budget to recommend to the congregation

Pier shared her screen with the budget. Tess indicated with an asterisk the 3 budget items related to Freestone (property tax, insurance, and utilities) Tess reported that UUCB is currently \$5000 in the positive for this current fiscal year. She has scheduled 2 budget information sessions to answer congregant questions regarding the budget: 5/12 at 6PM and 5/15 at 3PM. Both sessions will be on Zoom. They were announced in the May Beacon and will be announced in the Week Ahead. There was a question about current level of pledges which is \$427,000. Tess thinks that the pledge revenue line item (\$435K) will be easily met.

Motion to approve the FY23-24 budget as proposed for presentation to the congregation on 5/21 (M Pier; S Cordell) passed unanimously.

e. May 21, 2023 Congregational Meeting: Approve agenda

Discussion

Patrick Cullinane requested that a short final report from the OTF be added to the agenda. The Board agreed. There was a question about whether Family Ministry reports to the congregation. There was a short discussion about the need to review the annual reporting process. The goal of the President's Report is to include what's been happening programmatically. Given the large number of groups at UUCB, it's impossible to make time at the congregational meetings for each group to report individually

Motion to approve the agenda and delegate to the co-presidents any revisions that need to be made (M Beth/S Michael) passed unanimously.

BOARD COMMITTEE MEMBER/LIAISON REPORTS

Awards Committee. Michael will submit the article to the Beacon regarding the Schweitzer awardees who will be honored at the May 21st congregational meeting. Rev. Michelle suggested that the awards committee rethink the practice of asking awardees to find someone to present the award to them, as this is more work for the awardee. One idea would be to ask the awardee who they would like to present the award to them (i.e. who knows them well) and the committee would ask that person to be the presenter.

Family Ministry – Coming of Age group is doing well and recently had a retreat. The most recently OWL class has finished. There is a lot of excitement about ministerial candidate Rev. Marcus Liefert.

HIP – A “3 sisters” garden is being built on the west side of the UUCB property, based on principles from indigenous culture. HIP will be reaching out to the congregation and Family Ministry to inform them about the garden and invite their participation in it.

Helen thanked all the non-board members who came to the meeting, noting that their participation makes this a healthy congregation.

ADJOURNMENT

Meeting adjourned at 8:59PM

Respectfully submitted,

Selene Fabiano, Secretary

Resolution No. 23-1

A RESOLUTION OF THE BOARD OF TRUSTEES OF THE UNITARIAN UNIVERSALIST CHURCH OF BERKELEY ESTABLISHING A FREESTONE CONTINGENCY FUND WITH REIMBURSEMENT REQUIREMENTS

Whereas, Resolution No. 22-1 containing shared assumptions as well as directions, authorizations, and milestones for continued ownership of the Freestone property has been approved by the UUCB congregation; and

Whereas, seeking confirmation from Sonoma County on the allowable uses of Freestone, given current property zoning as single family residential was authorized and directed in Section 4 of Resolution No. 22-1; and

Whereas, reconsidering the matter of the opening of Freestone for congregant use at the time of completion of “phase 1” repairs of the property in compliance with permitted zoning uses was authorized and directed in Section 9 of Resolution No. 22-1; and

Whereas, the Board of Trustees has been informed that there is a time-sensitive window of opportunity between May 10 and May 23 to apply to Sonoma County for a Vacation Rental Permit and related Transient Occupancy Tax License that, if approved, would authorize uses of the Freestone property that are not currently permitted; and

Whereas, ensuring there is no-to-very-minimal net cost, including staff time, to UUCB from property ownership of Freestone, including costs for management, insurance, tax assessments, legal fees, permitting, maintenance, repairs, and improvements is authorized and directed in Section 11 of Resolution No. 22-1; and

Whereas, the Board has received a recommendation from the Finance Committee on the structure, limits and reimbursements for a Freestone Contingency Fund should the Board wish to advance the use of UUCB funds for applying for permits, obtaining professional expertise, and other such costs related to fundraising pursuits that are authorized by the Freestone Oversight Committee or the Board of Trustees to implement Resolution No. 22-1,

NOW, THEREFORE BE IT RESOLVED that the Board of Trustees:

1. Establishes a Freestone Contingency Fund, with funds advanced from the UUCB General Fund, to allow expenditures authorized by the Board of Trustees or the Freestone Oversight Committee to be made in support of implementing the direction of Resolution No. 22-1. Examples of such expenditures include permit application fees, professional expertise, and other costs for pursuit of fundraising strategies. Any funds expended from the Freestone Contingency fund are to be reimbursed to the General Fund as provided for in Section 5 below. The maximum authorized allocation from the UUCB General Fund to the Freestone Contingency Fund is \$12,500, as provided for in Sections 2 and 3 below.

2. Allocates \$5,000 in Fiscal Year 2022-23 to submit and support applications to Sonoma County for a Vacation Rental Permit and a Transit Occupancy Tax License, including the associated home inspection and other Sonoma County permit and license application related costs. Expenditures for professional expertise, fundraising pursuits or those that otherwise support implementation of Resolution No. 22-1 may be made only upon advance approval by the Freestone Oversight Committee or the Board of Trustees. Any unspent funds from the \$5,000 allocation may not be carried over into Fiscal Year 2023-24, when a separate allocation is made, so as to not complicate UUCB's accounting workload.
3. Allocates up to \$7,500 in Fiscal Year 2023-24 to the Freestone Contingency Fund to pursue fundraising possibilities, obtain professional expertise, or otherwise advance implementation of No. 22-1, subject to expenditure authorization in advance by the Freestone Oversight Committee or the Board of Trustees. This \$7,500 allocation in FY 2023-24 is separate from, and in addition to, the \$7,500 that is contained in the FY 2023-24 budget for property tax, insurance, and utilities.
4. Clarifies that the Freestone Contingency Fund amounts are not a budget allocation but rather are intended to enable UUCB to take advantage of critical opportunities that may arise as fundraising strategies are pursued in support of implementing Resolution No. 22-1.
5. Directs the Executive Director to maintain tracking of all Freestone expenditures from the date of the congregational approval of Resolution No. 22-1.
6. Directs that UUCB's General Fund will be reimbursed for all Freestone Contingency Fund expenditures as soon as fundraising results make such reimbursement practicable, and directs the Freestone Oversight Committee to make recommendations to the Board on the timing of the reimbursement.
7. Directs the Freestone Oversight Committee to approve, oversee, monitor expenditures out of the Freestone Contingency Fund, and make regular reports on the fund and its expenditures to the Board of Trustees.