

**Unitarian Universalist Church of Berkeley Board of Trustees Meeting
Wednesday, July 10, 2024**

Meeting Conducted via Zoom Video Conference

Minutes – Approved

ATTENDEES

Voting members: Michael Armstrong, Michael DeWitt, Kay Fairwell, Beth Jerde, Beth Pollard, David Rosales, Pier Sun Ho, Helen Tinsley-Jones, Helen Toy,

Absent: None

Ex officio members: Rev. Marcus Liefert, Tess O’Riva (Executive Director), Selene Fabiano (Secretary), Lisa Maynard (Treasurer)

Visitors: Barbara Cullinane, Patrick Cullinane, Lynn Hammond, Dorothy Herzberg, Anita Mermel, Larry Nagel, Melissa Rosales, Marta Tobey

A quorum being present, the meeting was called to order by Helen Tinsley-Jones, co-president, at 7:18 p.m. Beth Jerde did the chalice lighting and reading, Pier Sun Ho read the Board covenant, Michael Armstrong read the land acknowledgement, and Kay Fairwell read the Widening the Circle Vision Statement.

CONSENT AGENDA

A motion for the following (M __Pier Sun Ho/S_ Beth Jerde_) passed unanimously:

- Approve agenda
- Approve June 2024 Board Meeting minutes
- Accept monthly Treasurer’s report
- Accept Freestone Oversight Committee report
- Appoint Freestone Committee nominee Bob Moore to replace former Freestone Committee member Alan Davis on the Freestone Oversight Committee, with appreciation to Alan for his service

MINISTER’S REPORT

Kathryn Jay has started as Director of Family Ministry on 7/1 and has started meeting with Family Ministry. Forty people came to the Worship Leader retreat. Twenty people came to the first in a series of potlucks for planning worship. In General Assembly, the revision to Article 2

passed. There is a great article in UU World that describes the changes. Staff is in the midst of an "unplugged work week" and are cleaning out stuff in the offices and in storage spaces throughout the church.

ANNOUNCEMENTS/LISTENING

Board or Staff Announcements:

a. Announcements

1. Executive Director's Report: Tess will be on vacation for 2 weeks. The "Unplugged Work Week is going well. Occupants of offices in the main hallway have been switched. Kathryn is now in the back office. Janae and Charis are in the front office. They are making sure that ushers and deposit team have access to the back office. The Facilities office is being transferred into a staff lounge/employee area which will have lockers for temporary staff. It will continue to house the timeclock for hourly staff and provide a workspace for James. Peter will move downstairs to the office by the Meditation Room, which puts him closer to the storage workshop. Janae and Tess attended the UUA Pro Days and found them very helpful. We are considering changing data bases from Breeze to the Planning Center. We have started using the calendar function in Planning Center. People section of the Planning Center database is free. May be doing it slowly. We are leaving Breeze because they were bought by a company that doesn't align with our values. We are currently evaluating and revising some of our meetings. For example, the scope of the Executive Advisory team is being re-evaluated. We hope to have the year-end financial report by September. Upcoming projects: Cope Fund true-up.

2. August Board Meeting canceled. Next Board meeting will be September 4th at the usual time.

Report from Board listening presence:

Michael Armstrong has been reading the UUCB Discuss list as one way of tuning in to the congregation. The 3 Sisters Garden event went well and people enjoyed it. Discuss list has broadened to include poetry, focus on GRIP. He encourages all congregants to be part of the Discuss list.

Congregants who wish to speak to the Board: None

DISCUSSION/ACTION ITEMS:

a. Vote on Endowment Payout: 4% vs 5% –

Anita Mermel, Chair of the Endowment Committee, reviewed the protocol around the annual endowment payout. Every year UUCB distributes funds from four distinct funds. As previously determined by the Board, these distributions go to the Ladd Griffith Fund. Per the Governance Manual, the base payout, is 4% of the 13-quarter rolling average of each endowed fund. Per the Governance Manual an additional payout of 0-1.5% payout may also be recommended by the Endowment Committee for Board consideration based on a number of factors. Because the stock market and UUCB's endowment funds have bounced back

significantly since their dip a few years ago, Anita thought UUCB could comfortably go with a 5% distribution this year, and asked the Board to consider this.

Discussion

- Distributions from the Endowment funds don't affect the operations budget.
- Per the Governance Manual, pay-outs above 4% would be considered if certain conditions were met, such as the potential use of the funds would be "for 'development expenditures.' Analogous to capital expenditures, these development expenditures are expected to provide a future return over several years in a way that justifies the expenditure."
- Concern about taking more than the 4% payout from the Board Designated Endowment Fund given that there is a discussion of temporarily borrowing from the Board Designated Endowment Fund to replace the Cope Funds used for the rehabilitation of the Lexington Lodge.
- The following suggestion seemed like a good solution to many: only take the 4% pay-out on the Board Designated Endowment Fund since it will be temporarily depleted to restore the Cope Fund but 5% on the 3 permanent endowment funds.

Motion (M- Michael Armstrong; S- Michael DeWitt): Motion to approve a 4% pay-out for the board-designated endowment and 5% pay-out for the 3 other endowment funds (ie. . (Michael A – M; Michael D – second) Motion passed anonymously.

b. Stewardship Report – Lisa Maynard

Lisa Maynard shared the following highlights from the Stewardship Report. The 2024-25 Pledge total as of 7/1/24 was almost \$529,000 from 149 pledges. Two recommendations she wanted to share with the board:

1. Requesting the Board's help in finding a stewardship chair for the 2025 Stewardship Campaign. It's not clear whose responsibility it is to find the chair and there is a request for the Board to get involved with this. Lisa spoke with Rev. Marcus who would like to be consulted but prefers not to be in charge of finding someone to fill this position. In the past, sometimes a member of the previous year's Stewardship Committee steps into the role as chair, and in the past sometimes the settled minister recruited a chair. Currently, no member of the 2024 Stewardship Committee has agreed to be the chair. The 2024 Stewardship Chair, Lisa Maynard, is now Board Treasurer and not able to continue as Stewardship Chair for 2025. It would be good to have a more clearly identified process for recruiting a Stewardship Chair or Co-Chairs, and with an eye to Widening the Circle. Ideally, a Stewardship Chair would be identified by this fall so there is time to put together a committee.
2. There should be some caution regarding setting the 2025 pledge goal. This year, the goal was met due to an extraordinarily generous pledge from one individual, but we can't rely so much on one donor in coming years.

Discussion

The idea of a search committee was floated. Patrick Cullinane and Helen Toy volunteered to form a Stewardship Chair Search Committee. Rev. Marcus and Lisa Maynard agreed to be consultants for the search committee. The issue of succession planning was raised as a good topic for the board retreat.

c. Summary of General Assembly 2024

Melissa Rosales provided a summary of what GA is and what happens. Some of the highlights included: 1. The final Article 2 Proposal was discussed and passed, with 80% of the delegates voting in favor of it. 2. A business resolution “Embracing Transgender, Nonbinary, and Intersex People is a Fundamental Expression of UU Religious Values” was discussed and adopted. 3. Three Actions of Immediate Witness were affirmed. Melissa’s full summary can be found on the UUCB website in the 7-10-24 Board of Trustees meeting folder. There will be a GA debrief for UUCB attendees and delegates on Saturday July 13th via Zoom (3-4:30PM). This is open to anyone in the congregation. Melissa also shared some ideas for how UUCB can be involved in GA 2025 such as our participating in the UUA Common Read for 2024-25 and taking action regarding the three Actions of Immediate Witness (AIW) that were affirmed at GA this year.

d. Bylaws Task Force Update

Michael Armstrong reported that he has reached out to Ann Harlow to find out if there are any process documents that can provide a structure for reviewing the Bylaws. All of the committee members have been recruited and Michael expects the committee to complete its work by the end of 2024.

e. Finance Committee Update

Pier Sun Ho, Board Co-President and Finance Committee Liaison, reported that the Finance Committee has begun a review of the roles and responsibilities regarding UUCB’s finance with the aim of creating greater clarity as well as developing a succession plan. They are trying to determine the Finance Committee’s role and considering the idea of creating a broader committee (perhaps called the Development Committee) that would be an umbrella committee to look at how the revenue streams work together (e.g. Stewardship, Endowment funds, etc) and ensure the big financial are being attended to by a group of people, rather than falling solely on the Executive Director. Perhaps the chairs of the other finance-related committees would sit on the Development Committee. Pier noted this is a preliminary discussion. No action is needed by the Board currently, but she wanted to put on the Board’s radar.

Discussion

It’s a good sign that UUCB is financially stable enough not that it can think about bigger picture matters such as strategy, broader design, and how to lessen burden on our volunteers.

There was a discussion about financial responsibility and who holds it. Tess has a lot of responsibility vested in her, many church volunteers also have significant financial responsibilities, and the Board has ultimate fiduciary responsibility. A distinction between responsibility and accountability per the RACI model was mentioned.

- f. Educational Outreach and Potential Congregational Vote regarding the Ministerial Housing Fund (MHF)– Pier Sun Ho reviewed with the Board the current issues related to the Ministerial Housing Fund (MHF). Money from the MHF was used to renovate the Lexington Lodge. Now that Reverend Marcus is ready to buy a house, the MHF needs to be replenished so UUCB can fulfill its contractual obligation to Reverend Marcus. The negotiating team reviewed options for topping up the MHF and concluded the best option is to hold a congregational vote to borrow money from the board designated endowment fund, which would be repaid by income from the Lexington Lodge rental. The Negotiating Team are preparing educational materials to share with the congregation through several different platforms, including informational meetings on Zoom. Once this has been done, the Board will need to create a motion and vote to call a congregational meeting to vote on the motion.

Question/Discussion

There was discussion about how soon the congregational meeting could/should be held. Board members wanted to strike a balance between the wish to act quickly so Reverend Marcus can move forward with buying a home and the need to provide enough time for the congregation to get up to speed on this issue. Rev. Marcus agreed that a good process is important while acknowledging that sooner is better for him personally. Pier has begun the education process through an article in the July Beacon. Part of the educational message should include the board's goal is to pass a motion about this at our September board meeting.

There was also discussion about what day and time to hold the congregational meeting and whether it would be okay to do it at a different time than when UUCB congregational meetings have historically been held (i.e after a Sunday service). Tess noted that the September calendar is already quite full and the idea of having the congregational meeting before a Sunday service was also floated. Some members noted that congregational meetings and voting can be done on multiple platforms and that we should take advantage of that flexibility to allow for as much participation as possible.

There was some sense that it is important for this process to be very transparent and not to introduce too many new procedures since this is an item that involves our minister.

Next step: Create the educational materials out (FAQ, recorded video, in-person meetings with Q&A) and distribute them ASAP, and allow time for the congregation to process and absorb the materials. Pier will update the Board via Slack

- g. Beacon on the Hill article focus for August
Beth Jerde will write the article for the August Beacon. Ideas included: Reflections of a new board member; Summary of GA results; Beginning of the new church year. Pier would also like to add an update regarding the Board's suggested plans and process for replenishing the Minister Housing Fund

BOARD COMMITTEE MEMBER/LIAISON REPORTS

Ministerial Assessment Taskforce is working with the minister on developing an assessment tool and process.

Widening the Circle of Concern. Compilations of Juneteenth events and events for Pride month were sent out on the UUCB discuss list. Melissa Rosales organized the GA debrief. There is a movement for creating a group for new members who identify as LGBTQI. The WTC has been in communication with a member from Beth El regarding sponsoring a banner against islamophobia and anti-semitism.

Social Justice Council. In August, Cyndy Greenleaf and Norie Clark will begin a discussion about creating more lively SJC events.

Family Ministry. The FM committee will meet with Kathryn Jay after unplugged week is over.

CLOSING COMMENTS

ADJOURNMENT

The meeting adjourned at 9:20PM.

Respectfully submitted,

Selene Fabiano, Secretary

UPCOMING EVENTS AND BOARD RESPONSIBILITIES

Listening Presence:

Next Board Meeting: September 4, 2024