Unitarian Universalist Church of Berkeley Board of Trustees Meeting
Wednesday, September 10, 2025
Meeting Conducted via Zoom Video Conference

Minutes – Approved

ATTENDEES

Voting members: Michael DeWitt, Kay Fairwell, Kristen Jensen, Beth Jerde, Carla McCasland, David Rosales, Pier Sun Ho, Helen Tinsley-Jones, Helen Toy

Ex officio members: Janae Heard, Rev. Marcus Liefert, Selene Fabiano (Secretary), Lisa Maynard (Treasurer)

Visitors: Victoria Bowen, Tricia Boyle, Alan Davis, Anne Greenwood, Lynn Hammond, Albert Kueffner, Susan Lankford, Anita Mermel, Dwight Merrill, Bob Moore, Lonnie Moseley, Larry Nagel, Denise & Harold Ogren, Tom Tripp, Asha Weber, Dave Wemmer, Win Williams, Lucinda Young

A quorum being present, the meeting was called to order by Kay Fairwell, president, at 7:16p.m. Michael DeWitt did the chalice lighting and reading, Helen Toy read the Board covenant, Beth Jerde read the land acknowledgement, and Selene Fabiano read the Widening the Circle Vision Statement.

CONSENT AGENDA
A motion for the following (M Pier_/S_Helen Toy_**) passed unanimously:**

- Approve agenda
- Approve August 2025 Board Meeting minutes
- Accept monthly Operation Director's report

MINISTER'S REPORT
During its first meeting of this church year, the Committee on Ministry (COM) began discussion with Rev. Marcus regarding his annual evaluation. The COM will send a draft of this evaluation to the board to be used with during the board's process of evaluating the minister. We will need some board members to participate in this evaluation. Some of the members of the Committee on Ministry will be changing in order to continue to bring in new people and ideas; at the October board meeting, Rev. Marcus would like recommendations from the board for potential new COM members. The Kensington Fire Department finished the repairs on the lower parking lot and it is open for parking once again. Peter has gotten input from all involved parties regarding the playfield and is working on getting quotes. Rainier, the new Facilities Assistant, is off work due to a family medical crisis. As a result, some of Peter's projects will take longer than expected. Event hosts will continue to set up for events. The fall theology class, "A House for

Hope" began this week. Over 30 people enrolled in the class, including many newer congregants. Rev. Marcus attended an event with interfaith leaders, other UU ministers, and a leader with the Apache Stronghold who has been involved in a fight to keep sacred space at the Oak Flats in Arizona from becoming a copper mine.

ANNOUNCEMENTS/LISTENING

Board or Staff Announcements: Treasurer Lisa Maynard reported that she didn't provide a treasurer's report this month and that Janae's monthly Operation Director's report covered a lot of what would be included in the Treasurer's report Lisa will provide financial reports at the October Board meeting and would like to engage the Board in a discussion about church finances at that meeting.

Congregants who wish to speak to the Board:

Lonnie Moseley expressed concern regarding the fact that there is no longer a Facilities Assistant at UUCB on Sunday mornings to help with table set up, given that a lot of our members are older. She suggested that the church hire a teenager for a few hours to help with this. Rev. Marcus responded by thanking Lonnie for her comments and letting her know that the young adult child care workers have been helping with these tasks on Sunday morning before the children arrive.

Lynn Hammond: Many people attended the 1st meeting of the House for Hope theology class, including many younger folks. She expressed excitement for the diverse group and to be among people who are asking big questions.

Anne Greenwood: The 3rd Sunday of September is Partner Church Thanksgiving. She received a message from the minister of our partner church that included copies of documents that were sent in 1923 acknowledging money UUCB sent we sent after their bell was melted during the Austro-Hungarian war. Anne will display these items at the Partner Church table this month.

DISCUSSION/ACTION ITEMS:

a. Welcome New Members – Pier extended a warm welcome to the 16 new members who joined UUCB between March-August 2025. Four of these new members came to tonight's meeting. Tricia Boyle, and Denise and Harold Ogren were able to stay long enough to introduce themselves.

b. Freestone

On August 6th, the Board received an offer from Dwight Merrill to purchase Freestone Lots 1 and 2. The Board asked the Freestone Oversight Committee (FOC)to review the offer and make a recommendation to the board. The FOC provided a Majority Report (from FOC members Susan Lankford, Larry Nagel, Beth Pollard, and Tom Tripp). The Majority Report recommended the board reject the offer while acknowledging the Merrill's generosity and commitment. The Minority Report (from FOC members Bob Moore and Dave Wemmer) recommended the board accept the offer. Copies of the Merrill offer, the FOC Majority Report, and the FOC Minority Report can be found on the UUCB website in the board packet for the 9/10/25 meeting: https://uucb.org/members/governance/board-of-trustees/board-meeting-agendas/#1072-1729-september-2025

Dwight Merrill, Bob Moore, and Dave Wemmer provided a summary of the purchase offer and the FOC Minority Report. An offer by Dwight and Gloria Merrill to purchase lots 1 and 2 for \$130,000 was submitted to the Board on August 6th. The offer also included the promise of the following additional financial donations: 1. From the Merrills - \$20,000 after closing, for access road improvements; 2. From Bob Moore - \$60,000 to assist with Freestone repairs. At tonight's meeting, Dwight Merrill informed the Board that he and his wife would pledge to contribute an additional \$40,000 for Freestone repairs, that would be paid in January 2026. They noted that the conditions in the offer included replacing the milestone dates outlined in resolution 22-1, and amended in April 2025 to "reasonable time" to complete the work. They stated that the second milestone, per the amended resolution, would only give them 6 months to get the building permit and a year to complete the Phase 1 repairs. They believe that timeline would be too tight as there are many aspects of those tasks over which they don't have control (e.g timeline of county permitting office and structural engineer's schedule). The FC would like relief from those firm deadlines. They believe that as long as they are working diligently towards the goals, they should have the leeway to complete the work in the time it takes.

Tom Tripp summarized the FOC's Majority Report. He reviewed the purpose of the FOC and reviewed several of the key aspects of the March 2023 Freestone Resolution 22-1. He noted that Resolution 22-1 provided very clearly defined financial goals, timelines, and other parameters. After receiving a request from the Board for review and recommendation of the 8/6 purchase offer for Freestone Lots 1 and 2, the FOC met for an extensive discussion. The group did not come to a consensus regarding their recommendations so they agreed to submit both a Majority Report (reflecting the views of 4 FOC members) and a Minority Report (reflecting the views of 2 FOC members). The Majority Report recommended that the board reject the offer because of its significant conflicts with Resolution 22-1 and the April 2025 amendment of the resolution. Resolution 22-1 was the result of year-long process led by Rev. Michelle Collins and involved the Freestone Committee and many members of the congregation. As outlined in the Majority Report, the conditions of the purchase offer go beyond conditions in a typical purchase offer and conflict with Resolution 22-1 in the following ways:

1. Per the offer, "the sale is intended to supersede and replace Resolution 22-1"
2. Eliminates the clearly defined timelines and replaces it with "reasonable timelines."
3. Prevents the board from selling Freestone before 2035, without a congregational vote.
4. Whereas Resolution 22-1 required that all work on the Freestone Dome be done by licensed engineers and contractors, the letter accompanying the purchase offer stated that some of the rehab for the dome can be "covered by funds already in the Freestone Fund, sweat equity, and other donations."
5. Would eliminate the Freestone Oversight Committee.

Tom also noted that the estimates for the Phase 1 repair costs are 3 years old, have likely increased over time, no new estimates have been provided, and funds for legal review will also be needed.

Questions/Comments from the Board
Q: Will there be a consortium of owners for Lots 1 and 2? Who are the contributors?

A (Bob Moore and Dave Wemmer): There is no consortium. If the purchase offer is accepted, the Dwight Merrill Trust would take title and be the owner of lots 1 and 2. There are currently two primary donors: 1. Dwight Merrill Trust -$190,000; and 2. Bob Moore - $60,000.

Bob Moore stated that the intention of the purchase order was only to supersede the timelines in Resolution 22-1, not to eliminate role of the FOC and the requirement that licensed contractors be used

Q: The language in the offer says it is "intended to supersede and replace Resolution 22-1"; however, we just heard that the condition was only intended to supersede the timelines from the Resolution. Can you clarify?

A (Bob Moore): The intention was only to replace the timelines from the Resolution not all the other requirements.

Q: Is there an updated itemized budget regarding the cost of the repairs? Is there a development plan for fundraising (e.g. targeted donors and financial goals)?

A: (Dave Wemmer): No. For cost estimates, we can look at inflation. There is also some deflation in lumber costs. Our focus is on getting Freestone open and generating revenue. We believe the $250K is more than enough to do that. We will be doing marketing as UUCB has a lot of new members and we want to bring them into the enterprise.

Q: Currently UUCB pays 12k per year for Freestone expenses (insurance, utilities, etc.). Over 10 years, that would be $120,000. What is Freestone's plan for paying those expenses?

A (Dave): The church has been helping us out with some interim help. It would be Freestone's responsibility to pay for those expenses for Lot 4; however, if lots 1 & 2 are sold, the new owner would take care of the expenses for those lots.

Q: What is Freestone zoned for? How will it generate income?

A (Dave Wemmer): Agricultural (e.g. running cattle, cut lumber) and residential uses. The dome is a 3bedroom/2 bath home and can be used as a single-family residence. We have also acquired a permit to operate an Air B&B/ VRBO for short-term vacation rentals, which is a potential revenue source. Freestone is not a “retreat center” in the sense of being a place that we can rent out to large groups. For rentals, occupancy is limited to 6 people based on the septic system. The 6-person occupancy limits don’t apply for uses for which we do not collect rent, so small church groups/families could use the property. Zoning limits us to having 3 special events (i.e. an event for more than 30 people) every 2 years.

Q: What is the intention for how lots 1 and 2 will be used? Will they lie fallow?
A (Bob Moore): Yes. There aren’t any other options because there isn’t any water.

Q: New information has come to light in this meeting regarding the offer. The offer has been increased and we have learned that certain stipulations that were noted as concerns in the Majority Report were not supposed to be in the verbiage. Will you be sending a new written offer that can be reviewed by the FOC?

A (Dave Wemmer and Dwight Merrill): Yes. The hope was that there would be some engagement and negotiations after Dwight submitted the offer.

Comment: The FOC majority report raised a lot of valid concerns. The timelines in Resolution 22-1 didn’t come out of nowhere; they were based on discussions during about repair timeframes and costs during the process that led to 22-1. Concern about replacing defined timelines with the term “reasonable timelines” which means different things to different people. I believe the FC is trying to do their best and trying to move the process forward.

Comment: There should be some flexibility on the milestone timelines. We have $250K on the table which will allow us to meet the first milestone.

Q: One of the main arguments for keeping Freestone open is so the church can continue to have a retreat center. Are you’re saying it’s not a retreat center?

A (Dave Wemmer) It’s not a regional retreat center like Spirit Rock which does programs and events for large groups. The goal is for Freestone to be used as it was in the past, i.e. for small group ministry and for families.

Comments/Questions from Non-Board Members

Resolution 22-1 gave a very specific timeline for resolving what will happen with Freestone. This specific timeline was very important to many people who participated and was the result of many discussions during a year-long process. All of that specificity has been removed in the conditions of the offer. If we accepted the proposed offer, it could take 10 more years for resolution. Having no control over when the issue of Freestone will be resolved is concerning. The conditions of this offer require modifying the resolution. The board cannot modify the resolution; Only the congregation has the authority to do that.

Most real estate deals have a closing period of 30-90 days. I suggest there be a negotiation process. The Freestone Committee and FOC should meet and come up with another proposal.

We had lengthy meetings prior to the vote on Resolution 22-1. We spent 30 minutes at the final vote to talk about deadlines. Some of the original proposals were loose as to when certain tasks would be accomplished. Many of us were only persuaded to vote "yes" when very strict milestones were included. I'm concerned that only a small group of people will benefit from Freestone if it continues.

The purchase feels very generous. I think it makes sense to enter into negotiations.

We have $250k on the table. The Freestone Committee has worked so hard to achieve this milestone. Things have come up that are outside of the FC's control and I think it's reasonable to adjust timelines. Many people over the years have benefitted from Freestone and it has incredible potential. I think we can bring that back.

Freestone is in a county that has 9 federally-recognized tribes. We could put out word to the indigenous community so they could participate in the construction of the Air BnB. This would be a way to meet our land acknowledgement obligations.

Kay Fairwell invited everyone who didn't have a chance to comment to send their comments to her and/or the board.

c. Capital Campaign
Kay Crider, consultant with Stewardship for Us, just completed a "Next Steps" weekend with UUCB. She reviewed a lot of information about UUCB, put out a survey, spent the weekend meeting with many of us, and then provided a presentation on Sunday. She shared norms of how this process usually looks in many churches, as well as specific data she gathered re our question. Next step question: Do we want to pursue a capital campaign and if so, who can we identify to put together information re possible projects and gather information from the whole congregation? It would be up to the board to select chair or co-chairs and charge them with taking that up.

The board decided to wait until the October meeting to make a decision about possible next steps regarding a Capital Campaign, in order to have more time to think about it.

d. Safety Committee
Helen Tinsley-Jones reported that she and Kay Fairwell acquired additional information from other organizations regarding their safety policies. They would like to build a committee to help them process all this information and are asking for recommendations for people to join us. If you're interested or have recommendations, please contact Kay or Helen.

e. Accepting financial donations from parents of Good Earth students

Rev. Marcus reported there is a possibility that one or more parents of Good Earth students will offer to make a directed donation for improvement of the play field and/or school building. No specific offer has come in yet, so no action by the board is needed at this time, but it would be good to be prepared should we receive such an offer.

Discussion
UUCB has a gift acceptance policy but it would be good to have a process for accepting offers. If Good Earth parents do offer a gift, Lisa Maynard agreed to be one of the people to review the offer.

It would be good to review the gift policy and the rental agreement with the school. Do we have access to those documents? Lisa Maynard has a copy of a gift policy that was approved in 2016 but it is not on the UUCB website. Lisa will ask Beth Pollard to see if there is a more recent policy. Janae has a copy of the current lease agreement with Good Earth and she will share it with the board.

Q: The previous school tenant used to do some of the work on the playfield on their own. Since we're trying to move away from directed gifts, could we ask the Good Earth parents to make the improvements on their own?
A (Marcus): As the landlord, we wouldn't want them to make improvements on their own; we would want it to be part of a negotiated process. The directed gift would be from a directed donor fund and must be given to a non-profit.

f. Human Resources Committee
Reverend Marcus reminded the board that interim ED Sharon Dolan had recommended the board establish a Human Resources Committee. This advisory board committee would establish personnel policies, review the employee manual, and provide an annual review of compensation including comparing to UUA compensation guidelines with UUCB staff compensation. The committee could meet on an as-needed basis. This item will be added to the October board meeting agenda.

g. Governance Manual
The Governance Manual task force is continuing to meet and reaching out to key individuals. They are making steady progress and will eventually have a proposal on which they will want feedback. Send any questions and suggestions to David Rosales.

h. Intern Minister
Rev. Marcus shared that UUCB will have an intern minister again. Liesl Dees, a Starr King student, will start in a part-time role (5 hours/week) this fall and then begin as a full-time paid intern in December. Her salary will be paid by endowment funds designated for training (i.e. the Morgan Fund and the Spatz Fund.) Rev. Marcus is forming an internship committee. Board approval is not needed but Rev. Marcus wanted to be sure that there were no concerns or objections from the Board.

Board members expressed pride that UUCB is a teaching church and that many former interns have made significant contributions within the UU community.

i. Beacon Article Ideas - October Beacon article
Michael DeWitt's article didn't get published in the September Beacon. He will submit his article for the October Beacon. Carla McCasland will write the article for the November Beacon (due 10/15).

BOARD COMMITTEE MEMBER/LIAISON REPORTS

Social Justice Council – The entire congregation is invited to the Carnival and potluck on 9/14.

Chalice Circles – Sign-ups will begin this weekend**.** There will be a Chalice Circle presentation after service on 9/14. Some folks have expressed interested in attending a Chalice Circle via Zoom; however, there are currently no Chalice Circle facilitators for that

Family Ministry – K-1 OWL classes start this weekend. The Coming-of-Age program will begin on 9/26. There are 9 youth interested in the Coming-of-Age program; each youth will have a mentor. Intern Minister Liesl Dees will work with Family Ministry for 5 hours/week this fall. There are 19 potential children for RE, and there is a struggle to get enough adult RE volunteers. The Dungeons and Dragon group will begin and will be led by Rota Maynard. The Middle School RE students (MUGs) will volunteer once a month in the kitchen and are looking for other volunteer opportunities in the community. The youth group meets one Saturday a month. The parent discussion group started again in September. Church du Soleil will be held on the Fall Equinox (9/21).

Appreciation Committee – Carla has been busy writing thank you notes and would like to get more people to join her on the 3rd Thursday each month to help write thank you notes. If you know people who deserve board appreciation, please send their names to Carla.

CLOSING COMMENTS

Kay expressed appreciation for everyone for being patient with one another as we navigate a sensitive topic.

ADJOURNMENT

The meeting adjourned at 9:13PM.

Respectfully submitted,

Selene Fabiano, Secretary