

UUFC BOARD OF TRUSTEES  
MINUTES FOR DECEMBER 11, 2017

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INITIAL DRAFT

Present: Craig Olbrich, Marcia Shaw, Carl English-Young, John Bailey, Kathy Kopczynski, Kelley Kendall, Joan Rose, Virginia Shapiro, Uta Hussong-Christian, Jen Akeroid, Elona Meyer

Staff: Jill McAllister, Jean Gilbert, Jamie Petts

Guests: Kyle Jansson

After a brief “agenda check,” consent agenda items were unanimously approved, including the current financial reports, the minister’s report, the Seeds for the Sol extension, and November minutes.

Related to the Seeds for the Sol extension, it was noted that Russ Karow had written an article to satisfy Policy 3.11 requirement that the group initiating the loan (Climate Justice) report to the Justice Council and the congregation each year about the use of the money.

1. Kyle Jansson reported on the work being done to draft a revision of our By Laws. Kyle is currently serving on the By Laws revision committee, with Linda Hardison, Kelley Kendall, and Carl English-Young. It was explained that a brief perspective will be provided for each section of the new By Laws. A Town Hall, probably in March, will be provided to provide an opportunity for responding to the suggested changes in the By Laws.
2. The committee is re-writing the By Laws in accordance with current requirements, rather than attempting to tweak existing By Laws. A Handbook for Nonprofits was used as a basis for determining what must be included in our By Laws, including the Board structure, how members are chosen, and how decisions are made. The Board of any nonprofit must provide fiduciary oversight and ensure compliance with any applicable State laws. Its focus should be on the “affairs and properties” of UUFC.

It is recommended that guidelines for councils or committees, and any administrative strategies for managing day to day operations, be addressed in policies and procedures, rather than in the By Laws. An attorney will review the draft of our updated By Laws, when completed.

Some changes being considered for our By Laws include possibly lowering the age for membership to 16; eliminating a minimum pledge for members; a 20% quorum for voting, with a 75% requirement for approval on “momentous issues;” reduction of Board membership from 11 to 9; allowing meeting by phone or other electronic means (within statutes); and allowing the Board or congregation to make changes in By Laws.

3. Regarding Board officers, the only requirement is for a Board President and a Secretary. It is possible to have the Board select its president. While the president is the legal head, s/he is not required to moderate meetings or serve on an executive committee. The Board can define the president’s role. A treasurer is not required and may not be needed when there is a business manager on staff to oversee budgets and report to the Board.
4. It was noted that the current required minimum pledge for membership can be waived by the minister. The minimum is based on the actual cost of each member to the organization, including Pacific Northwest UU dues and proportionately determined cost for staff communication with membership. When the minimum pledge requirement is dropped, the emphasis is on encouraging each member to pledge as much as possible in support of desired programs and staff.

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At the January Board meeting, further information and discussion on the revision of By Laws is planned.

In addressing the next agenda item, BOT Leadership Structure, Craig suggested that he synthesize a proposal, from his research on the leadership structures of other congregations, including a church in Illinois, which highlighted the need for leadership training. Marcia shared briefly about "Sociocracy," which is a structure for decision-making that is less hierarchical and more participatory. The recommended structure for decision-making and action within sociocracy has elements in common with our council and governance structure at UUFC. If we are interested, training in the sociocracy approach is available.

Craig noted that a three-year term for the Board president could be structured such that year 1, the president is a trainee, who works under the guidance of the outgoing president. Year 2, the president serves without the training component. Year 3, the president supports the next incoming president.

Rich Brainerd, the chair of the nominating committee is beginning to ask about the process for selecting Board members and officers. The nominating committee will need to be informed of any changes in our Board selection procedures

Regarding the process check for member comments, it was noted that comments from members can be received without action being taken. We can listen intently and thank members for their input. The president or other designated board member can get back to members with a response, as needed. It was suggested that it's more effective for the Board to speak with one voice. At times, matters may be brought to Board that are not within the Board's purview; these can be redirected to the appropriate staff or council.

There was a brief discussion about possibly vetting members' comments by directing them to contact a staff member prior to addressing the Board. Members could then be directed to the person or council best equipped to assist them. Because any member is welcome to attend Board meetings, we need to be careful that we remain welcoming and not appear to be setting up obstacles to direct communication with us.

Church Operations Manager, Jamie Petts noted that the UUFC Handbook, as currently drafted, suggests that members speak to the Board President or designated Board member prior to addressing the Board during a scheduled meeting.

In relation to board goals, it was noted that we need to refine our action plans to incorporate a standardized structure and provide an appropriate level of specificity. What will "accomplishing" the goal actually look like? John volunteered to work with Uta to refine our goals statements.

It was noted that some goals could be more realistically accomplished over two or more years. Strategic planning usually spans more than one Board year. Goals and the plans to accomplish them will be adjusted in future years as needed. With ongoing goals, the Board can be focused on the appropriate next steps rather than necessarily determining new areas to address.

It was noted that longer term strategic planning has been done by previous UUFC Boards.

There was clarification concerning the Board goal to initiate a discussion on hiring an assistant minister. This goal, along with the others noted on our tracking document, was added during the Board Retreat in September.

Virginia provided an update from the task force focusing on stewardship. We are looking at ways to streamline our process. This year we will develop our 2018-18 budget in March and focus on pledging in April. Included in

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the plans for stewardship are an automatic renewal option for members, a “stealth drive” allowing members to forego pledge drive contacts by pledging in advance, and a high donor event.

Jean is exploring systems that could help us streamline. Uta has volunteered to assist with recruitment of pledge drive volunteers.

The Board will have the opportunity to provide feedback on stewardship plans in January.

It was noted that we are nearing a closing on the sale of the house. We are waiting for the Surveyor to complete his job, in order to provide a legal description of the property to the County. In the closing process, we will need a person authorized to sign on behalf of the Board. John moved that Jean Gilbert sign on behalf of the Board. Carl seconded the motion, which was unanimously approved.

Kathy will provide a statement of authorization for Jean, from our Board meeting minutes.

Carl presented the latest draft of Policy 3.12 for a second reading. Minor changes were suggested:

- Contracts or grant agreements under \$2500 (rather than \$1000) may be negotiated as described in the policy under B, C, and D.
- Under G, the BOT has the authority to review any contract.
- Additional staff to be included under C.

With these changes, policy 3.12 will be ready as a consent agenda item in January. The importance of the Board doing due diligence in reviewing contracts was noted.

5. It was noted that decisions on contracts related to the building enhancement projects will not be able to wait a month, without holding up construction. We will need a mechanism for contract reviews. We plan to hire an overseer in the near future.
6. It was suggested that a log of contracts be kept.

It was suggested that we simplify our contract with our custodial team. Jill suggested that we consider making the custodial team staff members, rather than continuing as an independent contractor.

There will be a nonprofit board training on February 3<sup>rd</sup>, 8:30-3:30, at Lasells Stewart Hall. Uta, Craig, and Virginia volunteered to attend. Craig will ask about group rates. Lunch is \$10 extra.

Uta called for items to include the Board Update. Among suggested items were By Law work, Town Hall plans, Goals clarification, nonprofit board training, and Policy 3.12 (Board review of contracts).

Our next Board meeting is January 22<sup>nd</sup> rather than the 8<sup>th</sup>.

The Board meeting was adjourned at approximately 9 PM.

- 1 Kyle is chairing the By-law revisions; last sentence: how about simply “will provide an opportunity to eliminate the double provide. I think there will be both a cover sheet and commentary on each section

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of the by-laws. My concern is that it sounds minimal as written and I don't think that's accurate (but by all means check with Kyle if you want more clarity.

- 2 ...with current state requirements.... Could you get a more complete citation on the Handbook which I believe is available from the state so that anyone reading the minutes can obtain same.
- 3 I think the last sentence should read that the business manager and the board treasurer should have different roles in future to avoid 2 roles having overlapping jobs (feel free to edit for smoother sentences ;-)
- 4 Please include UUA dues as part of the cost. Please replace "when" the dues requirement is dropped to "IF" the dues requirement is dropped.
- 5 Please revise to say that the Bldg Design team will hire an "owners representative" with considerable construction experience before the actual construction begins. S/he will be responsible for certifying work that is finished to be paid quickly and work unfinished will not be paid.
- 6 The Business manager will keep a contracts log.