

UUFC BOARD OF TRUSTEES
MINUTES FOR AUGUST 22, 2016

Present: Carl English-Young, Heather Emberson, Virginia Shapiro, Linda Hardison, Peter Sanford, Kyle Jansson, Joan Rose, Kelley Kendall, Elona Meyer

Absent: John Bailey, Kathy Kopczynski, Jill McAllister

Guests: Russ Karow

Consent Agenda

Carl briefly described items on the consent agenda, including

- Establishment of a custodial fund for Refugee Assistance
- Minister's Report
- Minister's request that \$30,450.00 of her salary be designated as Housing Allowance.
- Minutes of July 18th and August 9th meetings

Kyle moved that we approve all consent items. Kelley seconded the motion, which carried unanimously.

Announcements, Correspondence, and Other Communication

Carl noted the dates to be saved in September:

-Sunday, September 11th, 3-6 PM for a Board Seminar

-Sunday, September 25th, 1:30 PM onward for goal-setting

Carl reported on the status of the House Sale. After the special meeting of August 9th, the Sale Agreement was signed, with contingencies. A signed agreement was required for the buyers to move forward with the permitting process and zoning request with the City. There are several items to be negotiated prior to closing the sale. Kyle, Carl, and Jean Gilbert met with Corvallis Zen Circle representatives to identify more specifically the items to be negotiated.

A Zen Circle financial status report was reviewed by Kyle, Carl and Jean. It was noted that the Corvallis Zen Circle will have funds two years in advance of each payment; they fund raise a year ahead for anticipated expenses. They have sufficient money in their Capital fund to address improvements planned for the property, in addition to their house payments. The status report included information on expected expenditures for improvements, based on estimates from professionals.

The Corvallis Zen Circle uses "Getting to Yes" in their negotiations with us. When negotiations are completed, the reasoning behind each decision will be presented to our BoT as well as the Zen Circle Board.

We expect to close the sale, probably in November, giving us time to complete the negotiating process. This time line allows for the City approval process, necessary for closing the sale.

A question was raised concerning who is responsible for upkeep on the property until the sale closes.

Carl suggested that we change the order of agenda items, to better accommodate Russ Karow's time.

Review of the Four-Council Structure Policy (1.5)

Carl noted that the 4 council structure in our policy statement does not include the Finance Council.

Russ explained that the Finance Council membership was amorphous. Generally, the Council membership includes the following people: Stewardship Chair, Treasurer, Business Manager, and a representative from the Investment Committee. Russ chairs the Finance Council. Currently, the Council concerns itself with

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- Background work on policies pertaining to finances
- Locating financial data and information so that it is accessible to everyone needing it
- Making recommendations on all things financial

Currently there are discussions concerning software, which is in flux.

Peter asked if fundraising was part of the Finance Council's work. Russ indicated that it isn't.

Kelley asked if the Finance Council could provide education to the BoT. Russ said it could.

Carl noted that Russ was involved in developing the budget over the past two years.

Russ explained that our Business Manager and Church Operations Manager are deciding more specifically who is doing what. In addition, we have many volunteers, with no consistent description of their roles. It is expected that we will have greater clarity regarding roles over time.

It was noted that Joan is directly involved in Finance Council decisions and will have input.

Carl called for a motion to approve the addition of the Finance Council to our Council structure.

Heather asked if Jill had weighed in on this, and Carl indicated that she alerted him to the needed change.

Virginia seconded the motion, which carried unanimously.

Carl said he would draft the new policy statement to include the Finance Council in the Council Structure policy.

Finance Council Recommendation on Audit

Carl noted that Kyle had asked the Finance Council for a recommendation regarding an audit. He reminded us that we've had money for an audit set aside in our budget for several years.

Russ explained that the Finance Council felt that we're in flux. This would not be a good time for an audit. It would be difficult for someone from the outside to follow all the moving parts when they're trying to assess how we're functioning.

Russ further explained that it's important to know what you want to accomplish with the audit. There are several types and levels of audits. We would need to establish our goals for the audit prior to having it done.

It was noted that if another church were interested in an audit, we might wish to explore the option of exchanging audit teams. This would provide audits free of cost.

Russ suggested that an audit could more effectively be conducted when operations are more defined and we've determined a consistent software choice.

Kyle and Joan noted that we need a sustainable system.

Kyle asked if there were any questions concerning the Finance Council's recommendation to forego the audit at this time.

Kelley asked what the timeline would be for a more cohesive picture. Russ indicated that it would be approximately a year.

Joan noted that there had been no software decision yet.

Kelley asked what the process is for making a decision on software.

Russ explained that Jean is looking at QuickBooks; Stewardship has been looking at different software.

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Joan noted that we need to be sure that we don't try to use software to solve a problem not related to software.

In relation to an audit, Russ noted that the Center for Non-Profit Stewardship offers a conference.

Linda explained that we have organizational membership; the Center would make documents available.

Heather said that a one-year timeline for more cohesive situation was great, but couldn't we have a lower level audit to confirm our figures?

Kyle noted that there are multiple layers to consider. One is confirming the numbers in our books and matching balances on accounts. This is a good idea when entering a capital campaign. Another step would be to seek input, have a conversation with an accountant/consultant to help us determine where we are now, what information we need--a third party review to help us through the process.

Kelley endorsed the idea of a third party review, and Joan concurred.

Peter asked if the combining of a capital campaign with the pledge drive would cause confusion. Virginia noted that there would be separate accounting to avoid confusion.

Kelley suggested that it should be part of our culture to review our process.

Virginia suggested that we not swap teams with another church, and have a professional assessment instead.

Russ noted that the most basic kind of audit would be a review, coupled with checking our numbers. It would be a two-pronged process: check our bottom line and arrange for a 3rd party review/consultancy.

Elona noted that the audit was mentioned in our Annual Meeting and met with a positive response. It would be reassuring to know our bottom line as we embark on a capital campaign.

Russ offered to check out some firms for this level of audit. Joan indicated that she knows of some firms to consider.

Carl asked that they report back at our next meeting.

Board Engagement Initiative

Carl had initiated a discussion for Board engagement at our last meeting. We had agreed to

- Have board members read announcements and do the welcoming at services.
- Wear a special name tags or other identifying badges. John had agreed to work on this.
- Post our pictures on the website.

Carl asked where we are with posting pictures. We were reminded that Mina Carson or Lew Pennock could take our pictures. Heather offered to ask Mina about being present on September 11th to take pictures.

Carl noted that he is writing a piece for the newsletter. Louise had pointed out that congregants don't have any way to know what we've consented to on the "Consent Agenda." Newspaper articles could provide one venue for sharing Board decisions.

Heather offered to work with Jill on a schedule for announcements by Board members.

Financial Reports

Carl noted that Kyle had requested that the Profit-Loss Report of 2015-16 and Balance Sheet as of 6-30-16 be taken off the Consent agenda, to allow for discussion.

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Carl asked if Board members would like input on finances. He noted that Leslie had provided assistance last year. Joan offered to help.

Heather and Elona concurred that a budget presentation would be helpful.

Carl suggested that Kyle walk us through the finance reports (Profit-Loss and Balance sheet)

Kyle walked us through both reports, highlighting key areas. He noted where we spent less or more than expected and where items may need to be relocated. He drew our attention to several aspects of the budget, for example:

- There was a \$19,588 expenditure under “capital projects,” which was used for roof repairs.
- We spent five times as much on Building and Grounds than we spent on RE.
- Because we had staff members who left, we spent less than anticipated on salaries. Salaries and benefits are a large portion of our expenditures each year.
- We need a definition of what a “custodial fund” is or should be. Some items in this category may need to be relocated.

It was noted that the congregation approved a supplemental budget for capital improvement-related items, such as the feasibility study, the architect, etc.

Firearms Policy

Carl thanked Heather for the background information she provided. She noted that the information may provide a base for developing policy.

It was noted that Oregon does not provide an exception for churches under its relatively permissive statutes. While background checks are required, Oregon law allows open carry. One must have a permit for a concealed weapon.

After reviewing several examples of Firearms policies among various UU churches and discussing our options & limitations, it was suggested that a policy of limited scope be drafted, using the example Kathy culled from the materials sent as a starting point. Our purpose at this time is to have a policy we can use with renters, one that clarifies requirements for security personnel.

Heather and Kyle agreed to work on a draft; Virginia offered to assist.

It was suggested that we develop a broader policy for safety and security at a later date, given our hope to have considerable fellowship involvement in the discussions.

Carl reviewed our agreement with Beit Am. They may hire armed security guards; if security personnel need to enter our buildings, they must leave their weapons secured in their car, unless they are entering the building in response to a problem requiring their intervention.

Heather noted that we do not have a policy that allows for the removal of a disruptive individual.

Carl noted that we may need to develop a broader policy regarding safety issues.

Fellowship Care and Support Team

Kelley explained those who work on social justice issues are in need of support. The Social Justice Minister from Portland has agreed to facilitate at a retreat for 30 UUFC participants, scheduled for Mount Angel. A UUA grant request will be submitted to fund the retreat. For the request to be considered, we will need a letter of support and a UUFC budget summary. Kelley will draft the letter for signature.

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Linda asked how participants will be chosen. Kelley indicated that selection will be open to all interested UUFC members, once the grant is approved.

Kyle moved that we provide a letter of support and budget summary. Linda seconded the motion. It was approved unanimously.

Architect's Contract for Schematic Design

Carl provided background information concerning the Letter of Agreement and Architect Qualifications from di Loreto Architecture, the firm chosen by the Building Design Team:

- Extensive screening was done by the Building Design Committee before selecting di Loreto. Carl later added that ten requests for qualifications were sent out. Four firms responded, and 3 firms were interviewed in person.
- The committee was pleased that di Loreto's process is transparent and includes opportunities for input from congregants. There will be no doubt that all have been heard.
- After a detailed review of the Architect Services description, Marcia Shaw and Carl had a conference call with di Loreto to add more specificity to their letter of agreement.
- di Loreto is expensive because they are really, really good at what they do. It's estimated that architecture fees will be 8-12% of the building enhancement budget.

Peter noted that a full seismic evaluation does not appear to be included in the work to be done. A seismic evaluation will very likely be required and is desirable in any case.

Virginia concurred that a seismic evaluation would be important.

It was suggested that the Building Design Committee request a comprehensive seismic study be done by di Loreto. If di Loreto does not add the seismic study to their scope of work, we will have it done by someone else. Because di Loreto has included various inspections in their scope of work, it's possible they may be able to add the seismic study without undue cost.

Carl noted that the two workshops offered by di Loreto would take the place of the "World Café" concept previously planned. Pending Board approval, the first workshop will be September 25th.

Kyle moved that we approve the Letter of Agreement and allow the Building Design Committee to add a comprehensive seismic study to the scope of work.

Heather seconded the motion, which passed unanimously after a brief discussion.

The agenda item addressing **Board Goals for 2016-17** was moved to the September 11th meeting.

Member Comments

There were no member or Board comments.

The meeting was adjourned at 9:30 PM.

Future Meeting Dates

Sunday Sept 11, 3-6pm	Board Seminar
Monday Sept 12, 7pm	Regularly scheduled 2 nd Monday Board Meeting
Sunday Sept 25, 1:30pm	Congregational Goal Setting/First di Loreto workshop