

**CLUUC Board of Trustees Meeting Minutes**

**Oct 18, 2016**

**Action Items:**

None

**ATTENDANCE:**

*Board Members Present:* Jim Anderson (Chair Elect); Greg Falcigno (Assistant Secretary), Dave Hawver (Chair); Emily Mellgren (Secretary); Ariel Mora, Melissa Reichley (Communications); Gail Riley, Gwen Warman, Jack Welch (Treasurer).

*Board Members Absent:* Brent Garland, Linda Gianessi, Carol Bertaut (Assistant Treasurer)

*Staff Present:* Rev. Abhi Janamanchi, Sara Deshler, Rev. Michelle Collins, David Gosling

*Staff Absent:* Rev. Hillary Collins-Gilpatrick

*Others Present:* Lyn Peters

**Opening:** The meeting convened at 7:35 p.m. with centering words, chalice lighting, covenant reading and check in.

**Approval of Consent Agenda:**

- Appendix A: Minutes from previous Board meeting
- Appendix B: Reports from Senior Staff

Melissa moved, and Gwen seconded, the approval of the Consent Agenda; it was approved by unanimous vote.

**Other Reports received by the Board:**

Appendix C Biography of Pratima Cedar Lane Board 2016

Appendix D Revised Job Descriptions

Appendix E Full Scale Executive Director Position Description 13 OCT 2016

Appendix F Proposed Outcomes with Draft Measures for SD 5

Appendix G Draft Notice and Notes for Congregational Conversation on Staffing Changes

**Board Business:**

**Introduction and welcoming of our Coordinator of Youth Ministry, David Gosling**

**Discussion and vote on Cedar Lane co-sponsorship (with Accotink UUC in VA) of the ordination of Pratima Dharm** (deferred to Nov 15 BOT meeting due to illness)

## **Discussion and vote on establishing a congregational task force on growth**

Jack Welch moved that the Board direct the Staff to create a Congregational Task Force on Growth to develop a comprehensive growth strategy for Cedar Lane UUC. Melissa R. seconded.

Discussion included details of a Congregational Task Force: reporting to the Board or whomever else the Board specifies. Because this motion directs only creation, the staff will return a recommended composition of the task force for board approval. Discussion also included the scope of the task force mission: the staff will also return to the board for approval a task force mission statement. Also the board can expect response to this in perhaps two months.

## **Discussion and vote on Emily Mellgren to fulfill the vacant At-Large Board Member position.**

The nominating committee makes this recommendation following Emily's request not to continue as Secretary. Greg will become Secretary for the remainder of this term and plans to continue it for the next term as well. Discussion of Board size concluded that the nominating committee need not seek to fill one more Board position during this term. The nominating committee will therefore not seek a secretary or assistant secretary this year, and would seek an assistant secretary next year as planned.

## **Instruction to the Endowment Committee**

Discussion and vote on directing the Endowment Committee to structure a loan to cover HVAC costs: The HVAC expenses were intended to come from the Endowment Fund, so those that have already been paid from the Blumenthal Fund ought to be repaid from the Endowment Fund. The Endowment Committee requested the level of specificity in the draft motion in order to clearly know the board's intention. Discussion included adding language about some type of repayment terms, so that it not sound open ended without repayment. The words "at an unspecified time" were discussed: they are there as response to the Endowment Committee's question whether the loan would have an annual repayment schedule or another. A friendly amendment to change the language to "within ten years" was accepted. Discussion around the "set rate of interest" covered how the amount to be repaid will grow each year, and how the congregation should be made aware of that. A friendly amendment to add "compounded annually" was accepted.

## **Update on Exploratory Capital Campaign Task Force**

Discussion included the task force's focus on the fundraising, as opposed to directly on the transformation of our spaces. There will be points in the timeline where the architectural substance and fundraising must coincide, since the space transformation is one of the potential motivations for the fundraising. The composition of the Task Force was discussed, which is also under discussion within the Task Force: Regina is acting as chair initially. Other members are Jim R. Anderson, Carol Bertaut, Maryann Dillon, Bob Harrison, and Mary Means. Should the task force require funding, e.g. for consultants, it would come from the Blumenthal Futures Fund.

## **Discussion on Draft Measures for Strategic Direction 5**

Jim led the board through the draft measures for each Outcome under Strategic Direction 5, and took the board's input on each measure. One notable discussion was whether fundraising in a capital campaign would be only for transforming spaces or for broader purposes. Depending on this, the measures related to the capital campaign belong either in Strategic Direction 4 (Transform our spaces to better nurture community) or 5 (Live out our vision and mission through transformational giving). A recommendation was made to consider the capital campaign as a fundraiser and add related measures to 5. Other revision ideas were applied in real time to the working draft (Appendix F of the October Packet).

Abhi summarized staff conversations about measures for staff-related Outcomes, and expects to add draft measures and feedback on the Outcomes to the November packet.

**Discussion of Upcoming Congregational Conversation**

Discussion included how it was advertised, who could attend, and whether the Position Description would be available (a summary will be).

**Staff Position Descriptions**

Board’s comments have been incorporated and reviewed, including by staff. Comments should be submitted offline to Jack.

**Board Decisions (include motions passed):**

1. “Because the Board is deeply committed to growth in all of its aspects, including expanding membership to share our inclusive, spiritual, loving community with others and, in so doing, adding to our diversity, vitality, and strength, I move that the Board direct the Staff to create a Congregational Task Force on Growth to develop a comprehensive growth strategy for Cedar Lane UUC.”

Jack moved, and Melissa seconded; it was approved by unanimous vote.

2. “I move that the Board approve the Nominating Committee’s selection of Emily Mellgren to fulfill the vacant At-Large Board Member position.”

Gail moved, and Gwen seconded; it was approved by unanimous vote.

3. “I move that the Board send the following instruction to the Endowment Committee:  
To pay the costs of the HVAC system, provide up to \$1,300,000 as a loan to be repaid within ten years at a set rate of interest compounded annually the Committee determines to be most equivalent to the current rate of return on current Endowment funds. The specific amount of the loan is to be based on the amount necessary to pay the costs of the HVAC while leaving at least \$600,000 in available funds in the Blumenthal Fund. “

Jack moved, and Gwen seconded; Gwen and Jack offered friendly amendments that were accepted and incorporated in the version above; it was approved by unanimous vote.

**GBP Process Check: Jack Welch**

Pro	Con
Kept to schedule	
Thorough Discussion	
Everyone could contribute	

**Closing words by Emily Mellgren**

**Adjournment at 9:32 p.m.**

**Calendar Items:**

- October 23, 12:30                      Congregational Conversation on Executive Director Position
- October 29, 18:00 - 20:00          Diwali Celebration -- Hindu Festival of Lights!
- October 29, 8:30- 16:00            Trustee Day, River Road UUC
- November 12, 16:00-19:30        Cedar Lane Auction!
- January 14, 9:00 - 15:00            Board Retreat
- January 21, 9:00- 16:00            Social Justice retreat
- February 11, 19:00 - 21:00        Board Game Night