

CLUUC BoT MEETING MINUTES

June 14, 2016

Agenda

Development Committee--Discussion of Name and public distribution of Final Report
Board Self Evaluation--Discussion of Survey Monkey Results
Bylaws Committee Letter
Board opinion regarding short term contracts
Proposal for Housing for our Minister Emeritus
Status of HVAC system install

Action Items:

Complete Senior Minister Evaluation and Board Self-Evaluation Surveys	All Board members who have not yet completed both surveys	Dave will distribute reports from Survey Monkey data and comments once all have completed the surveys
Refer for study item of optimal size of Board to the Governance Committee	Maureen	
Lyn will send to Emily the wording regarding short term contracts.	Lyn	

ATTENDANCE:

Board Members Present: Maryann Dillon; Maureen Donnelly, Dave Hawver (Chair Elect); Emily Mellgren (Assistant Secretary); Ariel Mora, Lyn Peters (Chair); Melissa Reichley; Jack Rodgers (Treasurer); Kate Simon (Secretary); Michael Thoryn (Communications); Gwen Warman; Jack Welch (Assistant Treasurer)

Board Members Absent: Jim Anderson

Staff Present: Rev. Abhi Janamanchi; Sara Deshler

Others Present: New Board Members: Brent Garland, Gail Riley, Linda Gianessi

DLRE Recruitment Team: Mary Farrar

Proposal regarding Minister Emeritus: Cathy Knapper, Perry Seiffert

Opening: The meeting convened at 7:40 p.m.

Approval of Consent Agenda:

1. Appendix A Minutes of May 17, 2016 Board Meeting
2. Appendix B Report from Senior Staff
3. Appendix C Housing Allowance for Rev. Michelle Collins

4. Appendix D GA Delegates

Kate Simon moved, and Maureen Donnelly seconded, the approval of the Consent Agenda; it was approved by unanimous voice vote.

Other Reports received by the Board:

1. Bylaws Committee Letter and attached newsletter article UUC Rockville's 2011 name change process
2. Report and Mission from Mosaic Makers (presentation/workshop deferred to July 12 Meeting)

Board Activities:

Item 1 Recruitment Team: Linda Gianessi and Mary Farrar presented Hillary Collins-Gilpatrick as the team's choice for Director of Lifespan Religious Education for a two-year term, starting August 15, 2016. She comes highly recommended! Abhi and the recruitment team have a plan to help her learn and to support her throughout the year.

Jack Welch moved and Melissa Reichley seconded that the Board of Trustees ratify the selection of Hillary Collins-Gilpatrick as Director of Lifespan Religious Education. The motion passed by unanimous voice vote.

Item 2 Melissa clarified the name of Development Committee. It will be known as the "Development/Fundraising Committee."

Item 3 The Board self evaluation report will be sent following updated evaluations. Board members should complete the Senior Minister Evaluation survey by the end of the month.

Item 4 Bylaws Committee Letter

1. Name change: The Board discussed gathering feedback from the congregation.
 - a. Various comments were made by the Board in discussion: Following the Rockville Congregation's process might be helpful. How do we do this without fatigue? Changing the name of the church is a different conversation than changing the bylaws. There was some concern that the name change discussion should not interfere with the Congregational Covenanting process planned for early Fall. February's Soul Matters theme is "Identity." This might be a good time to have the conversation.
 - b. There is also the issue of signs that are in disrepair and hesitation to replace them due to the unknown future title. Survey via Survey Monkey could be done at any time to gauge opinion of congregation. This could be part of a larger congregational survey.
2. Board size: The bylaws give us a range of 9-13 people on the board. Concerns that seven or nine people could not do all the work of the board. There is a lot of work to be done. There are many committees that need board representation. It's possible that those committees won't need board representation once we are further along in the GBP transition process. Concerns about term length of board members. Suggestion that the chair have a two-year term. Also a suggestion that the treasurer have a two-year term or possibly every position.

Some positions elected every other year. There is a wish for increased continuity. Governance Committee needs to address this. Add to list of tasks for study items.

3. Voting Members: Currently, members get voting rights six months after joining. Suggestion that we decrease the waiting period to three months. This can appear unwelcoming to new members. The reason for this rule is that historically in some congregations, people join specifically to push an agenda (i.e., a hostile takeover). An explanation is built into the orientation here at Cedar Lane and shared with prospective/new members but they may not all take that in. We want to be welcoming but also have a waiting process in place. There is also a requirement that there has been a contribution of record, or a waiver of that requirement granted by the ministry.

The Board recommends to the Bylaws Committee that the waiting period for new members be reduced prior to being able to vote.

Gwen moved and Michael seconded that we change the waiting period from six months to three months. Seven in favor. Four opposed. Motion passed.

4. Religious Education as “called” position: Bylaws section V.3
Bylaws Committee is recommending that we make a change so that the position of Senior Minister be the only one called by the congregation. Currently, three positions are called. This would mean the other two positions would be hired. Section 4 should be continued. The board is making a recommendation to the Bylaws Committee to make this change.

Item 5 Board opinion regarding short term contracts (Drafted by Jack W.)

Current bylaws, Sections IV, paragraph 1 and V, paragraph 3 state:

IV. 1. A majority of qualified voting members of the Church casting ballots at a meeting of the congregation called for that purpose will select the Senior Minister and any Assistant or Associate Minister or Minister of Religious Education.

V. 3. The provisions of Section IV of these Bylaws relating to the Ministers will also apply to the person responsible for the administration and direction of the Religious Education program, even if the person being considered for or occupying that position is not ordained as a Minister of Religious Education.

There is no reference to short-term or interim professionals in the bylaws. However, there have been ample precedents and it has been the practice of CLUUC and the UUA not to have congregations select (“call”) interim ministers or DREs but to have short-term contracts with the hiring of Interim Ministers, and DREs and the CLUUC itself hired an Interim DRE in the recent past. The Board will follow these precedents. Accordingly, the Board feels it is fully authorized to offer short-term contracts.

The Board will be offering this short-term contract for the following reasons:

- The timing of the announcement of Greg’s departure precludes CLUUC from entering the ministerial search. When ministers announce their departure at this time of year, churches typically hire an interim professional.

- The Board is not seeking to hire another interim professional, as the typical work of an interim professional has already been done. We hired an IDLRE for two years, and called an MRE who will have served for two years. Both professionals have conducted the work that interim professionals typically complete (e.g., the assessment of our programs, recommendations for change, etc.).
- The process will focus on the search for a well-qualified individual. However, the MRE degree is no longer offered. Experienced MREs are committed to other congregations and are not available at this time. Accordingly, recruitment will focus on finding a DLRE.
- The recruitment process will focus on selecting qualified candidates, preferably at the master's level whose qualities match the qualities valued at CLUUC.
- Because of ongoing institutional work of our church, we are offering a two-year contract, with the option to renew for another discrete term time period. This is consistent with the practices of other UU congregations.
- The bylaws are currently under review to be revised to better reflect current UU and CLUUC practices and Board policies.
- The focus of the Board will be on the process of searching for and hiring the best candidate for the position.

Jack Welch moved and Maureen seconded “that because of ongoing institutional work of our church, we are offering a two-year contract, with the option to renew for another discrete term time period.” Motion passed unanimously.

Item 6 Proposal for Housing for our Minister Emeritus

Cathy Knapper, Perry Seiffert, guest presenters:

“Our Minister Emeritus, the Reverend Kenneth Torquil MacLean will be returning to the Bethesda area in the fall to move into a continuing care retirement community. Asbury Methodist Village in Gaithersburg is an excellent community for him, close to friends and family. Cedar Lane established a Retirement Housing Allowance (RHA) for him and he receives income from it until his death. It then reverts to the endowment. We propose that a loan of approximately \$100,000 from the endowment plus the \$91,600 in Ken’s RHA be used to fund Ken’s buy-in for an apartment at Asbury. When Ken passes, Asbury would refund the total amount to Cedar Lane. One might look at it as placing the \$191,600 in escrow to be returned when Ken passes. We ask you to consider this financial arrangement to enable our Minister Emeritus to enjoy being in the vicinity of family and friends in an accommodating facility for the last years of his life.”

Gwen moved, and Melissa seconded, the motion to make a loan to Asbury Methodist Village for the benefit of our Minister Emeritus, Kenneth Torquil MacLean, to cover the buy-in at Asbury totaling

up to \$200K, using combined Retirement Housing Allowance and Endowment funds. The motion passed by unanimous voice vote.

Deep gratitude was noted by Cathy Knapper and Rev. Abhi.

Item 7 Status of HVAC system install

Maryann Dillon shared information regarding a budget for the HVAC System.

\$950,000 estimate of base contract for mechanical work. This is more than the task force had expected. The group recommends to the Board we proceed now with signing the contract with DOMCO for \$950,000, with a 10% contingency (\$95,000)

The total amount is projected to be \$1,262,861. Some of this we have already paid for. (\$95,000 paid to date to owner's rep and design systems.)

Discussion of where these funds would come from:

Are there any members who could make a large contribution?

\$600,000 from Blumenthal fund

Can we borrow \$200,000- \$300,000 for five years?

Unrestricted Endowment funds?

Loan from Endowment fund with interest. (Requires a commitment to capital campaign to retire the debt.)

Bank loan

Maryann Dillon moved and Dave Hawver seconded that the Board authorize CLUUC to accept the proposal from Domco to install the HVAC system as designed by Hoffman Borowski and modified as necessary for a price of \$950,000 and to reserve an additional 10% of the contract price, or \$95,000, as a contingency to cover any unanticipated costs. Motion passed by unanimous voice vote.

Jack Rogers moved and Jack Welch seconded that CLUUC pay for the HVAC system by taking funds from the Blumenthal Fund and a loan from the Endowment Fund not to exceed \$1.3 million. The motion passed by unanimous voice vote.

Closing words read by Jack Rogers

Adjournment at 9:30 PM

The Board continued in Executive Session

Calendar Items

1. Tuesday June 28, Special Board Meeting regarding DLRE, Time TBD (canceled--not needed)
2. Wednesday July 6, 7:30 PM Executive Committee Meeting (changed to Tuesday, July 5, 7:30 PM)
3. Tuesday July 12, 7:30 PM Board Meeting

